



In re: W.R. Grace & Co., et al.,
Bankruptcy Bar Date
Notice Plan

Developed by Hilsoft Notifications
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1. Introduction

In connection with *In re: W.R. Grace & Co., et al*, (The “Debtors”), Chapter 11, Case No. 01-01139 (JKF) in the United States Bankruptcy Court, District of Delaware, I have not concluded that a Bar Date notice program can overcome the issues outlined in my prior affidavit. However, if a Bar Date is found to be necessary, the method and forms of notice should represent the best way to most effectively reach the most claimants that are reasonably possible to reach. Therefore, a Notice Plan (the “Plan”) follows that is targeted to:

- Potential holders of Zonolite Attic Insulation Claims (“ZAI Claimants”).
- Potential holders of traditional Asbestos Property Damage Claims (“PD Claimants”).
- Potential holders of Asbestos Personal Injury Claims (“PI Claimants”).
- Potential holders of the Settled Asbestos Claims (“Settled Claimants”).
- Potential holders of Non-Asbestos Claims (“Other Claimants”).

The Plan outlines the dissemination efforts to provide adequate notice to these claimants about a Bar Date. If the Court does not order a Bar Date on Personal Injury Claims, the program is scalable and details of such a revised Notice Plan are also included.

The Plan fully describes the efforts that will be established in the United States and its territories and possessions, including Guam, Puerto Rico, and the Virgin Islands, as well as strategies that will be employed to reach claimants in Canada. Other foreign notice, i.e., the Asia/Pacific Rim, may be required based on a resolution of differences regarding W.R. Grace sales. Details of this potential activity will be addressed further once litigation proceeds so that the necessity and location of such notice is determined.

The Plan is based on meeting key objectives, utilizing extensive and appropriate prior bar date notice experience, and is substantiated by communications industry standard scientific research tools and data.

The Plan addresses the strategic due process considerations that center upon adequate dissemination of notice to unknown claimants. The Plan does not address the response handling and mailings to known claimants that a claims agent routinely performs.

Federal District and Bankruptcy courts have previously approved this type of notice plan in various types of cases including, but not limited to, mass tort cases. The techniques it employs and the number of claimants it notifies is consistent with other asbestos litigation and bankruptcy notifications, as well other Court-approved mass tort bankruptcy notice plans involving personal injury and property damage claims.

Hilsoft Notifications designed and will implement this Notice Plan. President Todd B. Hilsee is a recognized legal notice expert with specific experience designing and implementing large-scale consumer legal notification plans, including mass tort class action and bankruptcy notifications. Hilsoft Notifications recently designed and implemented a multi-national notice program pertaining to asbestos and other claims on behalf of the debtor in *In re Babcock & Wilcox Co.*, No. 00-0558 Bankruptcy Case No. 00-10992, E.D.La.

2. Overview of Plan

- ***Objective***

To notify the greatest practicable number of potential claimants, and provide them with effective notice of the Bar Date. The Plan provides claimants with sufficient opportunities to see the notice, read it, understand it, be reminded about it, and respond appropriately by asserting a claim.

- ***Design Factors***

The following key factors were considered in designing the Notice Plan:

1. ***Three*** primary targets must be reached and addressed by the notice program: ZAI Claimants, PD Claimants and PI Claimants.
2. Many PD Claimants are unaware that W.R. Grace products, such as Zonolite, are present within their home or commercial/non-residential property.
3. Many claimants cannot identify the W.R. Grace products that may have caused exposure.
4. The demographics of the known claimants help guide the targeting of unknown claimants.
5. There is no Bar Date on claims for future asbestos injuries not currently manifested.
6. Claims have already been asserted against W.R. Grace and mailing lists of these known claimants allow direct notice.
7. Asbestos exposure took place over many years in many industrial facilities throughout the United States.
8. Most of the significant personal injury asbestos exposure took place at least 20 years ago, and claimants are now located throughout the U.S.
9. Potential claimants include families and heirs, who are demographically and geographically diverse.
10. Media audience data allows selection of vehicles through which likely claimants can best receive the necessary information.
11. There is no estimation hearing or confirmation of reorganization plan to communicate to claimants.
12. Third-party organizations may be helpful in distributing information to their members who may be claimants.

- ***Target Audience***

The Notice Plan is designed to include any individual in any demographic or geographic group who may be a potential claimant. Accordingly, the Plan demonstrates a strong reach of all adults. However, the Plan primarily targets two groups: adults over the age of 35 since they are more likely to be home or commercial property owners; and Men 55+ since an overwhelming majority of PI Claimants are older males.

- ***Strategies***

Notices written and designed to focus on the key different claim types will be targeted to the different groups. Direct mail notice will be sent to known W.R. Grace claimants (where addresses are reasonably available) and their known attorneys, as well as trade unions associated with asbestos related PI Claimants. In the U.S., an extensive schedule of paid notices on national television, in well-read national consumer and trade magazines, in more than 900 newspapers in large cities and small towns via Sunday newspaper supplements, and in three leading “national” newspapers will provide the crucial guaranteed reach that is necessary. Newspaper activity in Spanish, as well as English, will supplement the program in Puerto Rico. In addition, newspaper activity will be used to extend reach in Guam and the Virgin Islands. Notice exposure through direct mail, trade magazines, earned media (news articles), Internet activities and third party notice efforts will enhance exposure even more.

A similar effort will take place in Canada where claimants will be reached through paid notice in national and local newspapers, consumer magazines and network television. Exposures will be enhanced once again through direct mail, earned media, Internet activities, and third party organizations as well as spill-over from U.S. activities.

- ***Delivery***

95.5% of Adults 35+, 95.7% of Men 55+, and 93.9% of all adults in the U.S. will be reached by paid national media alone. Adults 35+ will be exposed to notice an average of 5.9 times during the 12-week period. Men 55+ will be exposed to the notice an average of 6.2 times and the entire adult population will be exposed an average of 5.4 times. Direct mail, trade magazines, earned media, Internet activities, and third party notice efforts will add even further to the reach and exposure that potential claimants will receive.

Leading up to the Bar Date, the notice program will provide more than one billion separate opportunities to view the notice spread among U.S. adults, yet focused on Adults 35+ and Men 55+.

The Plan ensures that claimants will be able to see and read the notice, and act if they so choose. It ensures that the message is presented in a manner that attracts interested parties and allows them to respond easily. The Plan effectively reaches any adult who may be a valid claimant and speaks directly to them, to capture their attention.

- ***Direct Notice***

A long form notice package will be mailed to the following groups:

- All readily identifiable PI Claimants who have a pending asbestos-related claim as well as their counsel of record.
- All counsel of record for asbestos personal injury claims filed against W.R. Grace historically.
- All identifiable ZAI Claimants who have filed claims as well as their counsel of record.
- All readily identifiable PD Claimants with pending asbestos property damage claims as well as their counsel of record.
- All households in Libby, Montana and known attorneys with claims filed in Libby.
- All identifiable persons and entities that hold Other Claims against W.R. Grace, including W.R. Grace trade creditors, and their counsel of record.

- ***Advertising***

Notice Key:

PI = Notice focuses on PI Claimants, with mention of all claim types.

ZAI = Notice focuses on ZAI Claimants, with mention of all claim types.

PD = Notice focuses on traditional PD Claimants, with mention of all claim types.

U.S. Consumer Magazines

The Notice Plan guarantees reach of unknown claimants by utilizing the following targeted and widely read consumer publications:

<i>Publication</i>	<i>Notices</i>	<i>Unit</i>	<i>Notice Focus</i>
<i>American Legion Magazine</i>	1	Full Page	PI
<i>Better Homes & Garden</i>	1	Full Page	ZAI
<i>National Geographic</i>	1	Full Page	ZAI

<i>Newsweek</i>	2	Full Page	PD and ZAI
<i>Parade</i>	2	Std. Mag. Page¹ (7"x11¼")	ZAI and PI
<i>People</i>	2	Full Page	ZAI and PI
<i>Reader's Digest</i>	2	Full Page (digest)	ZAI and PI
<i>TV Guide</i>	2	Full Page (digest)	ZAI and PI
<i>USA Weekend</i>	2	"M" Page (7"x10 3/4")	ZAI and PI
<i>VFW Magazine</i>	1	Full Page	PI
<i>TOTAL</i>	16		

U.S. Trade Publications

Unknown claimants are targeted further through the use of the following trade publications in the key industry segments:

<i>Publication</i>	<i>Notices</i>	<i>Unit</i>	<i>Notice Focus</i>
<u>Commercial Property:</u>			
<i>BOMA.ORG</i>	1	Full Page	PD
<i>Building Operating Mgmt.</i>	1	Full Page	PD
<i>Buildings</i>	1	Full Page	PD
<i>Commercial Property News</i>	1	Jr. Page	PD
<i>Commercial Investment Real Estate</i>	1	Full Page	PD
<i>Facility Management Jrnl.</i>	1	Full Page	PD
<i>Facility Manager</i>	1	Full Page	PD
<i>Journal of Property Mgmt.</i>	1	Full Page	PD
<i>National Real Estate Investor</i>	1	Full Page	PD

¹ The Standard Magazine Page unit in Parade is a page-dominant unit with news articles around the notice. The "M" unit in USA Weekend is similar.

<u>Hospital Publications</u>			
<i>AHA News</i>	1	4 col. Jr. Pg. (8" x 10.75")	PD
<i>Health Facilities Management</i>	1	Full Page	PD
<i>Modern Healthcare</i>	1	Full Page	PD
<u>Schools/Colleges/Universities:</u>			
<i>Amer. School & Univ. Mag.</i>	1	Full Page	PD
<i>Business Officer</i>	1	Full Page	PD
<i>Chronicle of Higher Education</i>	1	Jr. Page	PD
<i>College Planning and Mgmt.</i>	1	Full Page	PD
<i>The School Administrator</i>	1	Full Page	PD
<i>American School Board Jrnl.</i>	1	Full Page	PD
<i>Facilities Manager</i>	1	Full Page	PD
<u>Government:</u>			
<i>Governing</i>	1	Full Page	PD
<i>Government Executive</i>	1	Full Page	PD
<i>Nation's Cities Weekly</i>	1	Jr. Page	PD
<i>State Government News</i>	1	Full Page	PD
<u>Airports:</u>			
<i>Aviation Week's "Airports"</i>	1	Full Page	PD
<u>Churches:</u>			
<i>Church Business</i>	1	Full Page	PD
<i>Your Church</i>	1	Full Page	PD
<u>Hotels:</u>			
<i>Hotel & Motel Management</i>	1	Jr. Page	PD

<i>Lodging</i>	1	Full Page	PD
<u>Malls:</u>			
<i>Shopping Centers Today</i>	1	Jr. Page	PD
<u>Movie Theaters:</u>			
<i>Boxoffice</i>	1	Full Page	PD
<i>TOTAL</i>	30		

U.S. Newspapers

The Notice Plan extends reach of unknown claimants through activity in the following national newspapers best employed to reach commercial property owners:

<i>Newspaper</i>	<i>Notices</i>	<i>Unit</i>	<i>Notice Focus</i>
<i>New York Times (Nat'l)</i>	2	¼ Page	PD
<i>USA Today</i>	2	4 col. Third Pg.	PD
<i>Wall Street Journal (Nat'l)</i>	2	¼ Page	PD
<i>TOTAL</i>	6		

U.S. Territories/Possessions Newspapers

Reach is established in U.S. territories and possessions through newspaper activity as well:

<i>Newspaper</i>	<i>Notices</i>	<i>Unit</i>	<i>Notice Focus</i>
<i>El Vocero (Puerto Rico)²</i>	2	4 col. x 10" (6.5"x10")	PD and PI
<i>El Nuevo Dia (Puerto Rico)²</i>	2	4 col. x 10" (7.125"x10")	PD and PI
<i>San Juan Star (Puerto Rico)</i>	2	4 col. x 10" (7"x10")	PD and PI
<i>St. Croix Avis (Virgin Islands)</i>	2	3 col. x 10" (6"x10")	PD and PI

² Spanish language newspapers in Puerto Rico. The notice will be produced in Spanish for these papers.

<i>St. Thomas News (Virgin Islands)</i>	2	3 col. x 10" (6"x10")	PD and PI
<i>St. John Tradewind (Virgin Islands)</i>	2	3 col. x 10" (6"x10")	PD and PI
<i>Agana Pacific News (Guam)</i>	2	3 col. x 10" (5.875"x10")	PD and PI
TOTAL	14		

U.S. Television

Impactful 30-second spots will ensure a high overall reach and cost efficient coverage. One recommended daypart mix is as follows³:

<i>Daypart</i>	<i>Adult 35+ GRPs</i>	<i>Adult 35+ GRP Allocation</i>	<i>Ad Focus</i>
<i>Network Morning</i>	35	14%	ZAI and PI
<i>Network Daytime</i>	35	14%	ZAI and PI
<i>Network Early News</i>	70	29%	ZAI and PI
<i>Network Prime Time</i>	35	14%	ZAI and PI
<i>Cable – Various Networks</i>	70	29%	ZAI and PI
	245	100%	

A follow-up analysis of the actual reach, frequency, and effectiveness of the notice will be reported to the Court at the conclusion of the notice period.

• ***Earned Media***

Earned media activities to capitalize on the potential for informative news stories to appear will include:

- Press releases to thousands of consumer media outlets via PR Newswire and/or Business Wire.
- Targeted press releases to key trade unions, trade publications, asbestos victims organizations, and other wire services.

³ Dayparts are the various times of day during which television is viewed. Claimants have varying viewing schedules, so a mixture helps broaden overall reach.

- News releases to leading national legal industry publications, asbestos litigation reporters, and other business and legal industry vehicles consumed by lawyers.
- Public service announcements (PSAs) created for and issued to thousands of radio stations nationwide.

- ***Online Notice Availability***

Increasing the availability of information via Internet activities will reach the growing number of adults who use this medium on a daily basis. Internet activities will include:

- A website where notice materials and claim forms can be read and printed in English, Spanish, and French and where respondents' names and addresses can be posted for submission to receive a claim form by mail.
- Prominent identification of website in all published notices.
- Registration of website with hundreds of search engines and directories, i.e., Yahoo!, AltaVista, Google, etc.
- Submission of messages regarding the notice and the Bar Date to legal notice posting sites and other websites related to asbestos injury/damage.

- ***Third Party Outreach***

Other groups that have an interest in informing claimants will be reached with notice activity:

- Attorneys of W.R. Grace claimants will be reached with direct mail. Other attorneys interested in asbestos litigation will be reached with news releases and/or publication notices in litigation publications, as well as the general media in which widespread notice will appear.
- Messages and notices will be posted to websites and emailed to asbestos victims groups and other asbestos organizations.
- Notices will be mailed to appropriate trade unions and organizations, seeking publication or communication to members.

- ***Canada***

A similar strategic approach will be undertaken in Canada. Canadian notice efforts will include direct mail to known W.R. Grace claimants and attorneys. To reach unknown claimants, notices will appear in two national newspapers, regional newspapers in the top 10 metro areas, and leading consumer magazines. Additionally, television advertising on leading Canadian networks will support the U.S. network and cable television buy, which also provides some spill-over into Canada.

<i>Media</i>	<i>Ads</i>	<i>Unit</i>	<i>Ad Focus</i>
<i>2 National Newspapers</i>	2x each	¼ Page	ZAI and PD
<i>18 Regional Newspapers⁴</i>	2x each	¼ - ⅓ Pages	ZAI and PI in tabloids ZAI and PD in broadsheets
<i>Legion Magazine</i>	1	Full Page	PI
<i>Canadian Reader's Digest</i>	2	Full Page (digest)	PI and ZAI
<i>Selection du R.D. (French)</i>	2	Full Page (digest)	PI and ZAI
<i>Maclean's</i>	2	Full Page	ZAI and PD
<i>L'Actualite (French)</i>	2	Full Page	ZAI and PD
<i>Canadian Living</i>	1	Full Page	ZAI
<i>Coup de Pouce (French)</i>	1	Full Page	ZAI
<i>National Geographic Canadian edition</i>	1	Full Page	ZAI
<i>Network Television</i>	185 A35+ GRPs	:30	ZAI and PI

The Canadian newspapers, magazines, and TV schedule will be targeted to reach 91.8% of Adults 35+ as well as 90.5% of Men 55+. Canadian reach will be extended further through direct mail, earned media, Internet activities, third party organizations and spill-over from the U.S. television and consumer publication readership in Canada.

Magazines were selected based on their high coverage and composition of Adults 35+ as well as older, male readers. The regional newspapers selected include the best-read tabloid and broadsheet newspapers within Canada's largest metro areas. Notice in the two national newspapers increases exposure among potential claimants both geographically and demographically.

- ***Libby, Montana Claims***

⁴ Four regional newspapers are published in French. Accordingly, the notice for these newspapers, as well as the French edition of the magazines, will be produced in French.

Separate notices will be disseminated to reach potential claimants with claims relating to the W.R. Grace mine in Libby, Montana. Direct mailings to all households in Libby, Montana, as well as known attorneys with claims filed within Libby will be supplemented by a paid notice schedule in the local newspapers.

<i>Newspaper</i>	<i>Notices</i>	<i>Notice Size</i>	<i>Notice Focus</i>
<i>Kalispell Inter Lake</i>	1	7.708" x 10"	Libby
<i>Libby Montanian</i>	1	7.625" x 10"	Libby
<i>Libby Western News</i>	1	7.625" x 10"	Libby
<i>Missoula Missoulian</i>	1	7.708" x 10"	Libby

While some claimants may have moved outside of the Libby area, the localized nature of the claims, and the local interest and publicity likely to be generated, dictate that this distinctly different aspect of the Bar Date notice program can be effectively completed largely through paid and earned local media.

- ***Cost Summary***

<i>Activity</i>	<i>Total Cost</i>
<i>Paid Media Costs</i>	\$4,746,100
<i>Earned Media Costs</i>	\$10,000
<i>Production/Distribution Costs</i>	\$50,000
<i>Miscellaneous Costs</i>	\$15,000
<i>Grand Total</i>	\$4,821,100

NOTE: Costs reflect 2nd qtr. 2002 rates. Pending Court approval, rates may be adjusted for this plan, as would be required for the Debtors' proposal, based on the time of placement.

Beyond the above budget, an additional \$200,000-\$250,000 may be necessary to budget for potential foreign activity, i.e., Asia/Pacific Rim notification. If larger countries, such as the Philippines and Japan, are found to have a substantial amount of potential claimants, additional funding may be required.

3. Target Audience

def: The demographics of the claimants, including but not limited to, the persons most likely to be claimants.

Demographic data was reviewed to identify the target audience for the Notice Plan. These include Media Mark Research (MRI), various asbestos statistical sources and W.R. Grace claims data cited by the Debtors. The latest reliable releases of these primary sources have been utilized.

The Notice Plan and the notice itself must address and target the different claimant groups including ZAI Claimants, PD Claimants and PI Claimants. Since the demographics and media usage of these claimants are unique and different, more than one target audience has been established and analyzed.

ZAI Claimants

- ZAI Claimants are primarily homeowners who have property damage claims as a result of Zonolite Attic Insulation in their homes and properties.
- According to MRI data, homeowners tend to be older, more highly educated adults with higher than average household incomes.
 - 85.2% graduated high school or beyond
 - 77.2% are over the age of 35
 - 77.1% have a household income of over \$30M
 - 67.3% are married
- Many of the ZAI Claimants were not involved in the installation of their attic insulation and may therefore be unaware that Zonolite is in their home.
- There is no specific geographic limitation to ZAI installations within the U.S.

PD Claimants

- Traditional PD Claimants primarily consist of owners of commercial and other non-residential properties that have or had Grace products within their structure.

- For the purpose of analyzing commercial property owners, the job title of Executives, Managers and Administrators was studied (likely interested person or claim filer). Demographic information for this job title tends to be older, more educated adults with higher than average household incomes.
 - 96.9% graduated high school and beyond
 - 96.7% have a household income of over \$30M
 - 76.9% are over the age of 35
 - Exec/Mgr/Admin are 2.29 times more likely to have a HH income of \$100M+
 - Exec/Mgr/Admin are 2.3 times more likely to have graduated college or beyond
 - Exec/Mgr/Admin are 68.8% more likely to be 45-54 years of age
- In terms of the type of buildings affected by PD claims, a broad range exists. However, relevant facilities include:
 - Commercial buildings
 - Government buildings
 - Hospitals/Institutions
 - Auditoriums, Theaters, etc. (Since Monokote and Grace's other ceiling material products are frequently used for acoustic purposes, any building where acoustics is important is significant.)
 - Hotels, Motels, Resorts
 - Apartments
 - Churches
 - Airports
 - Malls
 - Schools/Colleges/Universities
- Like the ZAI Claimants, PD Claimants may be unaware that Grace's products are or were contained within their property.

PI Claimants

- PI Claimants are primarily older men who were occupationally exposed to Grace's asbestos-containing products over a period of time from the 1930s until the mid 1970s.

- Analysis of the ten percent of Grace's asbestos PI claims that included a date of birth indicates the following age distribution:

<i>Claim</i>	<i>Under 35</i>	<i>35-44</i>	<i>45-54</i>	<i>55-64</i>	<i>65+</i>
31,997	46	262	3,200	8,147	20,342
100%	0.14%	0.81%	10.00%	25.46%	63.57%

- Although the age data is limited, it is consistent with age distribution for asbestos personal injury claimants in general.
- Based on the above data, the overwhelming primary target for PI Claimants can be found within the population of men 55 years and older, who make up 89.03% of all Grace's measurable PI claims. It is important to target the broadest likely claim group without limiting notice exposure.
- Most asbestos personal injury claims filed against Grace have involved individuals alleging bystander exposure to MK-3 at construction worksites. Occupations in which workers were potentially exposed to Grace's asbestos-containing products include, but are not limited to, the following:
 - Building maintenance workers (i.e. custodians, building engineers)
 - Construction workers (i.e. insulators, steel/iron workers, plumbers, steamfitters, drywallers, cement and masonry workers, carpenters, laborers, HVAC mechanics, and welders)
 - Electricians
 - Plasterers
- The average education level and household income of industrial workers can be utilized to match media vehicles including specific publications and television shows.
- Government regulations imposed low thresholds for asbestos exposure in the 1970s. Therefore, current industrial workers who are presently younger than 35 are less likely to be PI Claimants.
- The Notice Plan also ensures that notice is provided to adults 18 years or older to reach additional claimants that may exist among family members, heirs, etc., of all income, age, and education levels and of both sexes.

- In the U.S., Grace's pending and closed claims come from claimants in all fifty states, D.C. and territories and possessions. With the length of time since the most significant asbestos exposures (20+ years), and the fact that our population moves frequently (16% per year, according to the U.S. Census Bureau), claimants are likely to reside throughout the U.S.

In terms of purchasing media, two primary audiences will be targeted:

- **Adults 35+** (ZAI and PD Claimants)
- **Men 55+** (PI Claimants)

In addition, a broad based target of **Adults 18+** will also be included in the analysis, encompassing all potential claimants, which also ensures that secondary exposure persons and families are not ignored in a broad bar date program.

Targets were selected based on the fact that television is measured by age and gender. However, when possible, details on other key demographics are provided:

- Homeowners (ZAI Claimants)
- Executives/Managers/Administrators (most likely PD Claimants)
- Retired men who did not attend college (most likely PI Claimants)

Settled Claimants and Other Claimants (non-asbestos) are not addressed in the Plan since they will be targeted with a direct mail effort.

4. *Media Selection*

def: The optimal media to reach claimants in this particular notice program.

National television, magazines, newspapers and newspaper supplements have been selected to deliver clear messages to claimants.

In television, we seek to obtain the highest reach of claimants and an ideal daypart mix, that is, one that provides an effective number of target rating points and the most desirable programming.

In print we seek to obtain the plan that yields the highest reach, without sacrificing frequency, at the lowest cost per thousand persons reached.

- The media mix provides multiple opportunities for claimants to see the message, reflecting the variety of media usage among potential claimants.
- Increased frequency of exposure allows multiple messages to be communicated, each speaking directly to one of the three different claimant groups.
- Paid notices in media with documented audience data guarantees exposure to notice.
- Broadcast television provides a broad reach of a mass audience. Cable television provides an opportunity to efficiently extend reach and build frequency of exposure among key demographic segments through selective programming.
- Television provides an intrusive and impactful format to present information to target audiences in a medium they often use. Notices on TV offer an excellent visual format for ZAI Claimants to actually *see* the unfamiliar Zonolite product and/or its bag so that they can perhaps identify or recognize it as being in their home. In addition, notices on TV also allow all potential claimants to be alerted of the key information and call for claim forms and detailed notices.
- PI Claimants are largely blue-collar males, and such persons are strong television viewers.

- ZAI and PD Claimants consist of highly educated professionals and such persons are stronger readers. Likewise, the largely older PI target is also a strong magazine reader.
- Notice via publication allows for simple but substantial information, and allows readers to refer back to the ad and to have a written record of how to respond. They may also pass the notice on to others without misinterpretation. Publications also provide a visual opportunity for the Zonolite product to be illustrated so that ZAI Claimants have an opportunity to identify or recognize it as being in their home.
- The print notice methods also allow a focus on key segments, including recognition that retired men who did not attend college are more likely to be PI Claimants, homeowners are more likely to be ZAI Claimants, and executives/managers/administrators are more likely to be PD Claimants. Accordingly, the selected consumer magazines are an effective medium for this case.

5. *Schedule Optimization*

def: The optimal schedule of ads to reach claimants efficiently and effectively.

The Notice Plan's media schedule is based upon tools and techniques specifically designed for legal notification media planning, accepted advertising industry media audience analysis, as well as practical legal notice experience.

The media schedule optimization has identified the following:

- A variety of broadcast television dayparts are utilized to extend reach.
 - Primetime and Morning/Evening News provide wide exposure, yet are strong among men.
 - Daytime provides a slight emphasis among the female portion of our adult target.
- Cable television allows for selective programming, and therefore significantly extends reach and frequency among the more specific demographics of older, blue-collar working/retired men, homeowners, and high-level executives.
- Consumer publications have been selected with the highest reach among Adults 35+, Men 55+ and considering all adults:
 - Includes the top seven publications among Adults 35+ (*Parade, USA Weekend, Reader's Digest, Better Homes & Garden, People, National Geographic, TV Guide*)
 - Includes seven of the 10 leading publications among Men 55+ (*Parade, USA Weekend, Reader's Digest, National Geographic, TV Guide, Newsweek, Better Homes & Garden*)
 - Includes the top seven publications among all adults (*Parade, USA Weekend, Reader's Digest, People, Better Homes & Garden, TV Guide, National Geographic*)
 - Includes the top two publications in terms of composition of Men 55+ (*VFW, American Legion*)
 - Includes two of the top three publications in terms of composition of Adults 35+ (*VFW, American Legion*)
- Consumer publications were selected with the highest reach among key demographic segments:

- Includes seven of the 10 leading publications among retired men that did not attend college (*Parade*, *USA Weekend*, *Reader's Digest*, *National Geographic*, *TV Guide*, *Newsweek*, *Better Homes & Garden*)
 - Includes seven of the 10 leading publications among homeowners (*Parade*, *USA Weekend*, *Reader's Digest*, *Better Homes & Garden*, *People*, *National Geographic*, *TV Guide*)
 - Includes eight of the 10 leading publications among Exec/Mgr/Admin occupation (*Parade*, *USA Weekend*, *People*, *Reader's Digest*, *Better Homes & Garden*, *National Geographic*, *Newsweek*, *TV Guide*)
- Highly read consumer publications within a variety of editorial categories are utilized (general interest, news, home/shelter, entertainment).
 - Publications include the largest in the country; therefore adults, including spouses and children of potential claimants, are reached.
 - The broad reach newspaper supplements *Parade* and *USA Weekend* provide exposure among all demographic groups and geographic areas throughout the country in a wide array of more than 900 newspapers.
 - “National” newspapers (*Wall Street Journal*, *USA Today*, *New York Times*) offer a high composition of Execs/Mgrs/Admins, extending reach among traditional PD Claimants who may own buildings that have Monokote and other of Grace’s asbestos-containing products within them.
 - Trade publications were utilized to extend reach even further among traditional PD Claimants. Publications were selected that reach the primary target of owners/Presidents/CEOs and other high level executives, as well as a secondary target of property/facility managers who are responsible for the every day care of the building(s). Because many trade publications are not “paid” (recipients do not pay to receive them), an in-depth analysis was performed to determine the quality of each candidate publication’s circulation. Publications with a paid circulation are, in most cases, of the highest quality. Targeted, non-paid (“controlled circulation”) publications that have an independently audited circulation statement showing that recipients actually request to receive the publication are also considered viable options. (ABC and BPA are the two independent audit bureaus that perform detailed circulation audits.)

Commercial Property Publications:

To reach owners, investors and high-level executives as well as property and facility managers of a variety of buildings, we recommend:

- *Building Operating Management*
 - Largest audited publication in the industry (70,058 circulation).
 - 91% of recipients directly request to receive the magazine.
 - Reaches owners and facility managers of commercial (40.1%), educational (23%), medical (15.0%), governmental (6.5%), industrial (6.0%), hospitality (2.8%) and retail (3.1%) buildings.
 - 79.1% of circulation reaches Executive Building Ownership and Facilities Management job classifications.
 - Rated “most read” and “useful” publication among members of four key facility associations surveyed (BOMA, IFMA, APPA, ASHE).
- *Buildings*
 - 2nd largest audited publication in the industry (57,017).
 - 94% of recipients directly request the magazine.
 - Reaches owners and facility managers of corporate/institutional/government buildings (65.1%) as well as private building development/management organizations (34.9%).
 - Rated “most read” and “relied upon” publication among Fortune 100 Corporate, APPA, and Fortune Healthcare owners and managers surveyed. (*Source: Princeton Periodical Research Associates’ Study.*)
- *BOMA.ORG*
 - Official news magazine of the Building Owners and Managers Association International.
 - 18,500 circulation, 100% paid.
 - Readers include building owners, managers, developers, asset managers, corporate facility managers, leasing professionals, and federal, state and provincial government officials.
 - Provides news and information on legislative, regulatory and codes activities, statistical trends, forecasts, and emerging technologies impacting commercial real estate.
- *Journal of Property Management*
 - Official publication of the Institute of Real Estate Management.
 - 20,126 circulation, 94% paid.
 - Reaches managers of conventional apartments (50.7%), offices (43.7%), federally assisted apartments (20.0%), industrial

properties (17.2%), condos/co-ops/PUDs (16.9%), retail properties (4.6%) and hotels/resorts (4.2%)⁵.

– National Real Estate Investor

- 33,340 audited circulation.
- 100% direct request from recipient to receive.
- Reaches top-level commercial real estate executives and investors for hotels, industrial, multifamily, office, retail and senior housing properties.
 - 45.9% of circulation reaches Chairman of the Board, President, Partner, Owner, and CEO titles.
 - 41.1% of circulation reaches Vice President, Controller, Asst. VP, Director, Executive Director, Treasurer Pension Fund, Asst. Manager, Corporate Investment Manager, and Manager/General Manager titles.
 - 93% of readers own, manage, and/or develop incoming producing properties.

– Commercial Property News

- 31,223 circulation, 33% paid.
- Industry's leading twice-monthly national news magazine.
- Circulation reaches investors, builders, developers and owners/managers of commercial properties (39%), financial lenders and institutions (28%), commercial real estate brokers (17%) and corporate and retail property executives (11%).
- 96% of circulation reaches high level job titles:
 - 51% to owner/chairman/CEO/president/principal/COO titles
 - 45% to Director/Exec. VP/Sr. VP, VP, CFO, Controller, General Manager titles.
- Editorial includes in-depth coverage of office, industrial, retail, multifamily, senior housing, affordable housing, and hotel/hospitality properties.

– Commercial Investment Real Estate

- Official publication of the CCIM (Certified Commercial Investment Member) Institute.
- 12,750 circulation, paid.
- Reaches experts in the commercial real estate brokerage and development industry.

⁵ Percentage equals more than 100% due to management of multiple properties.

- 53% of circulation reaches owners, presidents, vice presidents, managers, and directors at commercial real estate investment firms.
- Readers' business activities include Investment, Development, Property Management, and Corporate Real Estate for office, retail, industrial and multifamily properties.

To reach facility managers in a variety of buildings, we recommend:

- *Facility Management Journal*
 - Official publication of the International Facility Management Association, the largest, most recognized association for facility management professionals.
 - 18,000 circulation, 100% paid
 - Reaches service industries (62%), manufacturing and production sectors (20%) and governmental, educational or research institutions (18%).
- *Facility Manager*
 - Official publication of the International Association of Assembly Managers.
 - 3,500 circulation, 92% paid
 - Provides managers of public assembly facilities such as amphitheaters, arenas, auditoriums, convention centers, performing arts theaters and stadiums with up-to-date features on industry issues.

Hospital/Healthcare Publications

There are 5,890 registered hospitals in the U.S. Of these hospitals, 4,956 are community hospitals, 264 are federal government hospitals, 649 are non-federal long-term care hospitals, and 21 are hospital units of institutions (prisons, colleges, infirmaries, etc.). Of the 4,956 community hospitals, 45.2% are in a system⁶ and 26.4% are in a network.⁷

⁶ System is defined by AHA as either a multihospital or a diversified single hospital system. A multihospital system is two or more hospitals owned, leased, sponsored, or contract managed by a central organization. Single, freestanding hospitals may be categorized as a system by bringing into membership three or more, and at least 25%, of their owned or leased non-hospital preacute or postacute health care organizations. System affiliation does not preclude network participation.

⁷ Network is a group of hospitals, physicians, other providers, insurers and or community agencies that work to coordinate and deliver a broad spectrum of services to their community. Network participation does not preclude system affiliation.

To reach high-level executives at hospitals, hospital systems and networks, and other healthcare facilities, we recommend:

- Modern Healthcare
 - Largest audited publication targeting healthcare executives (75,977 circulation).
 - Weekly editorial provides breaking news.
 - Majority of circulation reaches hospitals (78.8%).
 - 57% of circulation reaches hospitals with 100+ beds.
 - Highest readership among top executives at hospitals/healthcare institutions. (Source: PERQ Research Corp.)
- AHA News:
 - Weekly newspaper of the American Hospital Association.
 - 22,179 circulation, 100% paid.
 - Targets senior executives of hospitals and health systems.
 - Editorial focus is on news.

To reach health facility managers, we recommend:

- Health Facilities Management
 - Official publication of the industry's two leading societies: The American Society for Healthcare Engineering (ASHE) and the American Society for Healthcare Environmental Services (ASHES).
 - 27,930 audited circulation, with the highest individual direct request within one-year qualification.
 - First journal in the field, introduced in 1988.
 - Targets health facility managers responsible for building, design, construction, renovation, code compliance, etc. of health facilities.
 - Facilities reached include hospitals, nursing homes, multi-institutional systems, clinics and other satellite facilities.
 - Editorial emphasizes codes and standards, regulatory and compliance news.

Schools/Colleges/University Publications

Altogether, education institutes operate and maintain 270,154 separate buildings in the U.S. These education institutes consist of 91,062 K-12 public schools, 27,402 K-12 private schools, and 4,070 colleges/universities/junior colleges (151,690 total educational buildings). The average public school is 42 years old and 73% are 30 years or older. About one-third of all public schools were built before 1970 and not renovated since 1980.

To reach key decision makers in the overall education market (schools and colleges/universities), we recommend:

- *American School and University Magazine*
 - 63,059 audited circulation.
 - 100% direct request from recipients to receive.
 - Reaches all three target components.
 - 54.5% of circulation goes to K-12 public schools (34,348).
 - 4.4% of circulation goes to K-12 private schools (2,797).
 - 28.5% of circulation goes to colleges/universities (12,162), junior colleges (4,857), and post-secondary schools (1,048).
 - Reaches key decision makers.
 - 35.8% of circulation goes to Buildings & Grounds/Physical Plant/Facilities/Safety & Security/Facilities Planning job titles (22,556).
 - 26.2% of circulation reaches Business/Finance job titles (16,532).
 - 17.8% of circulation reaches District Superintendents of Schools (11,256).
 - Editorial focuses on operations, design, construction and maintenance of education facilities.
- *Facilities Manager*
 - Official publication of the Association of Higher Education Facilities Officers (APPA).
 - 5,100 circulation, 100% paid.
 - Reaches facility officers and physical plant administrators in large and small, public and private colleges and universities.
 - Readers are responsible for the infrastructure – the buildings, campus, grounds – of an educational institution.
 - Represents more than 1,500 colleges and universities.
 - Represents most four-year institutions in the U.S.
 - Also reaches more than 200 school districts, secondary schools, hospitals, museums, and state government offices.

To extend reach to decision makers at public schools, we recommend:

- *The School Administrator*
 - Professional magazine of the American Association of School Administrators.
 - 23,292 circulation, 62% paid.
 - Readers consist of every superintendant in every school district in the country.

– *American School Board Journal*

- 36,064 audited circulation.
- 100% paid (\$54/year subscription price).
- Reaches school board members (44%), superintendents (20%), principals/departments heads (20%), school business officials (9%), and other key administrators in the K-12 school market.
- Established in 1891, it is America's oldest education magazine.
- Recipient of the 2001 Ed Press Golden Lamp Award⁸ for being the best of the best adult publication in the educational field.

To extend reach to key decision makers at colleges/universities, we recommend:

– *College Planning and Management*

- 29,690 audited circulation.
- 90.3% of recipients directly requested the magazine.
- 65.4% of circulation consists of colleges/universities (19,479) with 22.7% reaching junior colleges (6,753).
- Reaches key decision makers.
 - 23.5% of circulation reaches Physical Plant, Buildings and Grounds, Maintenance, and Safety/Security management titles.
 - 21.9% of circulation reaches Business mngt. titles.
 - 12.2% of circulation reaches Facilities Planning.
 - 7.8% of circulation reaches Presidents/Chief Administrators.

– *The Chronicle of Higher Education*

- 95,553 audited circulation.
- 100% paid (approximately \$75/year subscription price).
- Targeted to Senior Administrators (40%), Faculty Members (41%) and Academic Officers (16%) at large and small, public and private colleges and universities around the country. (Although 41% of circulation goes to faculty members, who are not a target, it is the only paid for and highly regarded publication that effectively reaches presidents, chancellors, and chief executives of colleges and universities throughout the U.S.).
- Weekly editorial examines the complexities of higher-education management, administration, teaching and research.
- 71% of subscribers read every issue (*Source: Beta Research Corp.*).

⁸ Award provided by the Association of Educational Publishers.

- Large pass-along readership. On average, each issue is read by six professionals in the field of higher education making its weekly audience more than half a million readers (*Source: Beta Research Corp.*).
- Business Officer
 - Official publication of the National Association of College and University Business Officers (NACUBO).
 - Reaches 20,000+ higher education administrators at 2,200 institutions.
 - Editorial totally focused on business and financial management, legislation and regulations, court decisions, and investment developments.

Government Publications

Government publications are set out to reach the 50 states, 3,043 counties, and more than 36,000 cities and towns that are within the U.S.

To reach high level elected and appointed officials, managers and administrators in local, state and federal government positions, we recommend the publications below. (Government building/facility managers will be reached via the “facility publications” discussed in the “Commercial Property Publications” section above.)

- Governing
 - 86,124 audited circulation.
 - 90.9% direct request from recipient to receive.
 - Reaches state and local government managers and top-level executives, including governors, mayors, county executives, cabinet officers, COOs, CFOs, CIOs, legislators, council members, commissioners, agency heads, administrators and directors.
 - 40% of circulation reaches state government titles; 33.5% reaches city/town government titles; and 21.1% reaches county and regional/special district government titles.
 - Editorial coverage includes finance, infrastructure, environment, public policy, technology and management.
- State Government News
 - Published by the Council of State Governments.
 - 16,019 circulation, 100% paid.
 - Reaches highest-level leaders of every state including governors, state legislators, members of congress, state staff directors and

legislative analysts, lobbyists, professional trade association managers and other government officials.

- Majority of circulation reaches state legislators (46%) and administrative officials (36%).

– *Nation's Cities Weekly*

- Official publication of the National League of Cities (NLC).
- 31,500 circulation, 92% paid.
- Reaches local government decision-makers, including mayors, council members, city managers, financial officials, executive staff, public safety officials, and municipal attorneys.
- Readers consist of elected officials (45%) and appointed officials (55%).
- Readers represent cities of diverse sizes:
 - More than 1/4 represent cities greater than 100,000 population.
 - 2/3 represent cities between 10,000 and 100,000 population.

– *Government Executive*

- 66,079 audited circulation.
- 100% direct request from recipient to receive.
- Business news monthly for federal managers and executives.
- 50.1% of circulation reaches Executive and Command, Legislative, and administration and operations titles.
- Primarily reaches Federal Government (52.4% of circulation).

Airport Publications

To reach executives and managers at the more than 5,300 U.S. public airports, we recommend:

– *Aviation Week's "Airports"*

- 10,696 circulation, 100% paid.
- Weekly newsletter primarily targeted to top executives and business managers at U.S. airports.
- Published by Aviation Week & Space Technology, "the bible" of the aviation industry.
- Limited advertising draws high visibility.
- Recipients pay approximately \$649/year subscription fee.

Church Publications

To reach leaders at both small and large churches, we recommend:

- *Your Church*
 - Largest circulation in the church industry (148,010).
 - Targets a broad spectrum of church leaders, primarily at small churches (average number of members is 421) around the country.
 - 52,500 of churches reached also operate a school.
 - 83% of its readers make recommendations or final decisions for church purchases.
 - Editorial addresses the business aspects of churches.
- *Church Business*
 - 19,542 circulation
 - Business magazine targeting decision makers at larger churches (1,500+ members) around the country.
 - 78% of circulation reaches business administrators and executive/senior pastors.

Hotel/Hospitality Publications

To reach executives and managers at the more than 38,000 U.S. hotels and motels, we recommend:

- *Hotel & Motel Management*
 - Largest audited publication targeting the hotel/hospitality industry (60,004 circulation).
 - Majority of circulation reaches the targeted corporate (21.4%) and operations management (38.9%) job titles.
 - 83.3% of circulation reaches hotels, resorts, motels, lodges, and headquarters/regional offices of chains, franchises and management organizations.
 - Majority of circulation reaches larger hotels and resorts, with over 100 rooms (53.6%)
- *Lodging*
 - Official publication of the American Hotel and Lodging Association.
 - Second largest audited domestic circulation in the hotel/hospitality industry (53,055 circulation).
 - Majority of circulation reaches the targeted corporate (14.5%) and operations management (60.3%) job titles.
 - 92.5% of circulation reaches hotels/resorts, motels/lodges, and headquarters/regional offices of chains, franchises and management organizations.

- Majority of circulation reaches hotels/resorts and motels/lodges with over 100 rooms (59.9%).

Mall/Shopping Center Publications

To reach owners and decision-makers at the more than 45,000 shopping centers in the U.S., we recommend:

– *Shopping Centers Today*

- Official magazine of the International Council of Shopping Centers.
- 39,216 audited circulation, 100% paid.
- Largest circulation in the industry.
- 51% of circulation reaches owners, developers and managers of shopping centers; 14% reaches retailers; and 3 % reaches investment firms and lending institutions.

Movie Theater Publications

There are approximately 6,500 indoor cinema sites in the U.S. To reach executives in this industry, we recommend:

– *Boxoffice*

- 5,942 audited circulation; 94% paid.
- Targets theater owners and managers.

6. U.S. Plan Delivery Summary

<i>Television Adult 35+ GRPs⁹</i>	<i>245</i>
<i>Television Men 55+ GRPs</i>	<i>289</i>
<i>Television Adult 18+ GRPs</i>	<i>203</i>
<i>Consumer Magazines</i>	<i>10</i>
<i>Consumer Magazine Insertions</i>	<i>16</i>
<i>Sunday Newspapers via Supplements</i>	<i>900+</i>
<i>“National” Newspapers</i>	<i>3</i>
<i>“National” Newspaper Insertions</i>	<i>6</i>
<i>Trade Publication¹⁰s</i>	<i>30</i>
<i>Trade Publication Insertions</i>	<i>30</i>
<i><u>Adults 35+:</u></i>	
<i># Reached</i>	<i>129,767,000</i>
<i>% Reached</i>	<i>95.5%</i>
<i>Avg. # of Exposures (Frequency)</i>	<i>5.9 times each</i>
<i>Gross Impressions*</i>	<i>767,672,000</i>
<i><u>Men 55+:</u></i>	
<i># Reached</i>	<i>23,671,000</i>
<i>% Reached</i>	<i>95.7%</i>
<i>Avg. Frequency</i>	<i>6.2 times each</i>
<i>Gross Impressions*</i>	<i>147,433,000</i>
<i><u>Adults 18+:</u></i>	
<i># Reached</i>	<i>188,435,000</i>
<i>% Reached</i>	<i>93.9%</i>

⁹ A measure of audience coverage. One gross rating point equals 1% of a given population.

¹⁰ Reach, frequency and gross impression figures do not include trade publications, as they are not measured.

<i>Avg. Frequency</i>	<i>5.4 times each</i>
<i>Gross Impressions*</i>	<i>1,012,914,000</i>

Source: 2001 MRI Doublebase Study, A.C. Nielsen television ratings planning data.

*Total exposures to notices, including repeat exposures to the same person.

Television

- Spots scheduled during several different dayparts, exposing persons with different viewing habits.
- Emphasizes programming that reaches key demographic segments:
 - Retired men who did not attend college.
 - Homeowners (older, highly educated, higher than average incomes)
 - Exec./Mgrs./Admin. (older, highly educated, higher than average incomes)
- Utilizes programming appropriate to the importance of the message: i.e., news, documentary news.
- Allows for many well-known, popular shows to be included.
- TV alone will reach 71.2% of all Adults 35+, an average of 3.4 times each.
- TV alone will reach 75.8% of all Men 55+, an average of 3.8 times each.
- TV alone will reach 65.8% of all Adults 18+, an average of 3.1 times each.

Consumer Print

- 16 insertions in leading consumer publications and six insertions in “national” newspapers over a sustained period.
- Includes the top seven publications among Adults 35+.
- Includes seven of the 10 best-read publications among Men 55+.
- Includes the top seven publications among all U.S. adults.
- Includes the two publications with the highest composition of Men 55+.
- Includes two of the top three publications in terms of composition among Adults 35+.

- Includes seven of the 10 best-read publications among retired men who did not attend college.
- Includes seven of the 10 best-read publications among Homeowners.
- Includes eight of the 10 best-read publications among Executives/Managers/Administrators
- Print alone will reach 84.4% of all Adults 35+ an average of 3.8 times each.
- Print alone will reach 82.2% of all Men 55+ an average of 3.7 times each.
- Print alone will reach 82.3% of all Adults 18+ an average of 3.7 times each.
- Print alone will reach 79.6% of retired men who did not attend college, an average of 3.6 times each.
- Print alone will reach 85.1% of Homeowners an average of 3.8 times each.
- Print alone will reach 90.2% of Executives/Managers/Administrators an average of 4.1 times each.

Trade Publications

- One insertion in 30 trade publications, providing coverage in each of the key markets where buildings with Grace's asbestos-containing products exist.
- Utilizes the leading publication(s) in each market, including official publications of various professional associations.
- The publication mix will reach top executives and owners as well as facility managers in each market.
- Total circulation for these 30 publications is more than 1.2 million.

7. *Net Reach/Average Frequency*

def: Net Reach - total different persons who open or read a vehicle containing a notice.
def: Average Frequency - average number of times that each different person reached will view a vehicle containing a notice placement.

Industry standard computer software and readership data factor out the duplicate persons reached by the schedule to yield total unique or different persons reached, and the average number of times each will open or read a publication containing the notice or watch a television program containing a notice:

<i>Target Audience</i>	<i>Net Reached</i>	<i>% Reached</i>	<i>Average Frequency</i>
Adults 35+	129,767,000	95.5%	5.9 times each
Men 55+	23,671,000	95.7%	6.2 times each

**Based on a total U.S. Adult 35+ population of 135,871,000 and Men 55+ population of 24,737,000, 2001 MRI Doublebase Study. Also utilizes A.C. Nielsen television ratings data.*

Planned trade magazines, direct mail, earned media, Internet activities, and third-party notice efforts will increase the reach and average frequency even further.

The reach and frequency analysis set forth above uses the same audience measurement data employed by 96 out of the top 100 advertising agencies. Ad agencies uniformly rely on data from the same sources in making decisions on how to spend billions of client advertising dollars.

In setting our net reach objectives, we have taken into consideration the fact that notice will be mailed to known claimants, as well as the other notice activities separately outlined.

With 95.5% of Adults 35+ being reached an average of 5.9 times and 95.7% of Men 55+ being reached an average of 6.2 times:

U.S. Adults 35+ will have an opportunity to receive notice of the Bar Date more than 767 million times, and Men 55+ more than 147 million times.

8. Effective Frequency

def: The number of exposures that are judged necessary to produce a positive change in awareness, attitude or action, among those reached by a media schedule.

In this notification, the positive change sought is that the notice be seen, read, and understood, allowing claimants reasonable opportunities to respond and file a claim. This Notice Plan will provide each Adult 35+ an average of 5.9 opportunities to see the notice. Likewise, Men 55+ will have an average of 6.2 chances to see the notice. Millions of persons will see the notice more than once.

When considering a plan that incorporates TV, frequency is critical. Since ads appear quickly and can't be referred to again, the schedule must allow the spots to run often. The TV schedule alone will expose an Adult 35+ viewer an average of 3.4 times and Men 55+ will be reached an average of 3.8 times. In addition, more than one insertion has been placed in several of the recommended publications, once again building the frequency of message.

A review of relevant factors reveals that this Notice Plan requires additional frequency and in turn provides it:

<i>Relevant Notification Frequency Factors</i>		
<i>Frequency Factor</i>	<i>W.R. Grace Bar Date Notice</i>	<i>Result</i>
<i>The Message Complexity</i>	The notion of a "Bar Date" will be foreign to many persons, as well as the company W.R. Grace and its products. As a result, the message needs to <i>educate</i> and inform a variety of potential claimants (ZAI, PD and PI Claimants) through a variety of complex messages.	<i>High Frequency Required.</i>
<i>Importance to the Reader</i>	Although the message will be important to many claimants, many will not be aware that the notice will affect them, and therefore need to be reached multiple times to ensure that they actually get the message and realize its importance.	<i>High Frequency Required</i>

<i>Specific vs. General Message</i>	The message is very specific in that different notices have been designed to focus on different claimant groups. However, although specific, the message must educate as well as inform many unaware claimants.	<i>Moderate Frequency Required</i>
<i>Clutter of other Ads</i>	There have been numerous other asbestos litigation and bar date notices in the last 10 years. Additionally, in recent years, there has been an increased number of litigation and bar date notices in a wide array of product categories that the notice must compete with.	<i>High Frequency Required.</i>
<i>Editorial environment</i>	Print media and selected TV programming are valued and trusted sources of information and in some vehicles asbestos notices will be particularly appropriate. The notices are designed to stand out as “newsworthy”.	<i>Less Frequency Required</i>
<i>Pre-existing knowledge of topic or company.</i>	Many claimants are not familiar with W.R. Grace or the fact that the company produced certain products and brand names. In addition, many claimants are unaware that they have been in contact with W.R. Grace products or that Grace’s products are in their home or commercial/non-residential property.	<i>High Frequency Required.</i>

There are several factors that point to the need to expose the target audiences in this case at a more frequent level than most other programs of its type. Accordingly, the frequency goals have been set significantly higher than other programs. At the level of 5.9 for Adults 35+ and 6.2 for Men 55+, the Plan delivers at the high end of the spectrum. We can be assured that the media program will be noticed effectively, and that no additional frequency is required.

9. Effective Reach Among Adults 35+

Reach and Frequency calculations indicate that the plan guarantees a strong coverage of Adults 35+:

<i>Net Reached</i>	<i>Gross Impressions</i>	<i>% Reached</i>	<i>Average Frequency</i>
129,767,000	767,672,000	95.5%	5.9 times

Total Adults 35+= 135,871,000 2001 MRI Doublebase Study

- Substantial television and print schedules are extremely effective tools to reach adults over the age of 35.
- The television schedule alone will reach 71.2% of Adults 35+ in the U.S.
- The print schedule alone will reach 84.4% of Adults 35+ in the U.S.
- By itself, *Parade* reaches 42.4% of Adults 35+. *USA Weekend* reaches 25.6% and *Reader's Digest* reaches 24.8%.

10. Effective Reach Among Men 55+

Reach and Frequency calculations indicate that the plan guarantees a strong coverage of Men 55+:

<i>Net Reached</i>	<i>Gross Impressions</i>	<i>% Reached</i>	<i>Average Frequency</i>
23,671,000	147,433,000	95.7%	6.2 times

Total Men 55+ = 24,737,000 2001 MRI Doublebase Study

- Older men are more likely to be watching network television and selected cable programming than other demographic groups, resulting in an extremely effective tool to reach older men.
- The television schedule alone will reach 75.8% of Men 55+ in the U.S.
- The print schedule alone will reach 82.2% of Men 55+ in the U.S.
- By itself, *Parade* reaches 43.8% of Men 55+. *USA Weekend* reaches 28.1% and *Reader's Digest* reaches 26.2%.

11. Effective Reach Among Adults 18+

Reach and Frequency calculations indicate that the plan has a strong coverage of all adults:

<i>Net Reached</i>	<i>Gross Impressions</i>	<i>% Reached</i>	<i>Average Frequency</i>
188,435,000	1,012,914,000	93.9%	5.4 times

Total Adults 18+= 200,577,000 2001 MRI Doublebase Study

- A wide variety of television dayparts were selected to maximize reach among a broad adult audience.
- The television schedule alone reaches 65.8% of U.S. adults.
- The print schedule alone reaches 82.3% of U.S. adults.
- By itself, Parade reaches over 78 million or 39.1% of U.S. adults. USA Weekend reaches 23.5% and Reader's Digest reaches 21.7%.

12. Placing Notices to be Highly Visible

def: Ensuring that notices are in positions within the media that will aid in gaining claimants' attention.

Print

- Positioning notice placements opposite editorial, next to certain editorial features with documented high readership, and in certain sections of publications (e.g. in the body of cover stories), etc., will help ensure that over the course of the media schedule, the most claimants reasonably possible to be reached see the notice.
- Placing the print ads in this manner will ensure that the multiple exposures provided to each person reached will result in them actually seeing the notice.
- Where two different creative executions are scheduled to appear in one publication (i.e., ZAI and PI), the ads will be positioned within one issue, and, where ever possible, on consecutive right hand pages. This will maximize visibility among readers and will also enhance understanding by presenting them together.

Television

- The spots will run in programs that do not detract from the credibility of the important message being disseminated.
- Spots adjacent to other legal notices will be avoided.
- While spots may be pre-empted, make-goods in an acceptable program will be sought.¹¹ A post buy analysis will seek to assure that planned rating point levels are met.
- We will seek opportunities to enhance the reach and frequency delivery by taking advantage of last minute market conditions at the time the buy is placed. This may include varying from the daypart mix in order to capitalize on the most efficient availabilities, or programs that are expected to be highly rated.

¹¹ TV spot airtimes may change depending on the other commercials that the network has scheduled, but the network will "make good" on its contract by airing spots with comparable audience delivery.

13. Geographic Coverage

def: Ensuring that claimants are not excluded simply because of where they live.

Because claimants may reside in every market of the U.S. and Canada, the Notice Plan has been designed to achieve a broad geographic distribution¹²:

- Use of the broadcast networks will result in the overall schedule being available to every claimant no matter what market they reside in.
- The consumer magazines have broad coverage of the United States as well as distribution in U.S. territories and possessions including Puerto Rico, Guam and the Virgin Islands.
- The newspaper Sunday Supplement schedule utilizes more than 900 Sunday and Daily newspapers, distributed in all media markets in the United States, covering large markets as well as small towns. Three “national” newspapers extend coverage even further, especially in the larger markets.
- Additional newspaper placements in Puerto Rico (both English and Spanish newspapers), Guam and the Virgin Islands ensure coverage to a wide population of claimants in these territories.
- In Canada, leading consumer magazines and broadcast/cable television is utilized, as well as national newspapers and newspapers in each of the top 10 markets. French-speaking areas will include French newspapers, as well as French magazines.
- The Internet allows additional access to notice regardless of geography.
- Additional foreign notice may be necessary, i.e, Asia/Pacific Rim, pending W.R. Grace sales information.

¹² There is no specific factual data that would call for limiting notice exposure to the northern U.S. for example, nor would such limitations be fiscally beneficial in terms of media usage because of the loss of economies of scale from national media.

14. Online Notice Delivery

def: Delivery of notice via Internet and on-line services.

According to MRI, more than 123 million adults¹³ have access to the Internet. Traditionally, Internet users possessed similar demographics as PD and ZAI Claimants, that is, more affluent and better educated. However, growth in computer and on-line usage has broadened that audience further.

"Hits" on the World Wide Web home page can be tracked at the site for reporting to the Court.

Exposure to the Internet website adds to the reach and also the effectiveness of the overall program, by making participation easy for many claimants.

The Notice Plan contemplates:

- A home page on the World Wide Web providing the complete Court-approved notices and claim forms in English, Spanish, and French. These forms may be viewed and printed for future reference.
- A prominently displayed website address in all advertising.
- An easy to remember domain such as <http://www.wrgracebardate.com> or similar if available.
- Bar Date messages and notices posted to other pertinent asbestos and legal notice sites on the Internet.
- Registration of keywords with hundreds of search engines, e.g. Yahoo!, WebCrawler, AltaVista, etc., in order to try and have the site appear at or near the top of search lists for many keywords.

¹³ 2001 MRI Doublebase Study.

15. Notice Design Strategy

The notices are designed to capture the attention of claimants and communicate to them in a simple manner. Separate notices will be designed and produced focused on each key claimant group. It is extremely important that the message, in particular the headline, speaks directly to each claimant group, especially the predominately unaware ZAI and PD Claimants. Notices must capture their attention so that they are drawn further into the details of the message.

In print, notices will carry substantial information to help the claimant decide whether they have a claim to file. On TV, the phone response information is prominent allowing viewers to easily call for more details.

Proposed drafts of the publication notices and television notices are included in the Plan beginning on page 103.

Below are notice design elements that enhance and maximize readership/viewership, understanding and response among potential claimants.

Publication Notice Design Elements:

- ***Large, Bold Headline Captures Attention.*** Immediately alerts an even casual reader who may be a potential claimant that they should read the notice. The keywords in each notice ensure that the overwhelming core audience knows the message pertains to them. Readers know that the communication contains important information, not a marketing "come-on" or an ad selling something.
- ***Prominent Reverse Type Panel Identifies the Bar Date and Establishes it as Important.*** Allows a claimant to quickly understand the urgency of the message.
- ***Simple Summary Text in Understandable Language.*** There is no "legalese" in the overview of the situation, the implications of the notice program or Bar Date.
- ***Future Claimants Are Distinguished in Bold.*** Explains in a concise sentence that no unmanifested futures claims are being barred.
- ***Bold 800 Number.*** Provides a simple, convenient response mechanism for claimants to get more information and a claim form.

- ***Prominent Website Address.*** Directs claimants to the home page on the Internet where they can obtain more information and a claim form.
- ***Dominant Notice Size.*** The ads are planned mostly as full pages for page dominance. Newspapers and newspaper supplements have strong readership even with slightly smaller unit sizes.
- ***Visual References.*** Zonolite and a Zonolite package are visually shown so that unaware homeowners can identify and recognize it as being within their home or property.

Television Notice Design Elements:

- ***Stands Apart From Standard Commercials.*** Because it is designed to look totally different from commercials selling products, viewers take notice.
- ***Keywords Are Spoken And Shown On Screen.*** The principles of effective communication dictate visual and verbal repetition of key concepts presented.
- ***Visual References.*** Similar to print, Zonolite and a Zonolite package are visually shown so that unaware ZAI claimants can identify and recognize it as being within their home.
- ***Phone Number and Website Appear Often.*** The toll free phone number and simple website name is repeated and shown on the screen long enough to allow claimants to write it down or remember it.
- ***Simple Information Allows Sufficient Understanding.*** Although brief and not complete, the purpose of the notice is served by delivering the substance of the notice program and prompting a simple phone call to get details and claim forms.

16. Earned Media

def: Reaching claimants by seeking news articles that provide substantial information.

The Notice Plan includes outreach to claimants through a managed press effort. Earned media activities to capitalize on the potential for informative news stories to appear will include:

- Press releases issued to thousands of media outlets and wire services in the U.S.
- Targeted press releases to hundreds of commercial and industrial publications and associations.
- Targeted press releases to key trade unions and asbestos victims organizations for their publications.
- Targeted press releases to consumer do-it-yourself publications.
- News releases to leading legal industry publications, including asbestos litigation reports, and other business and legal publications and media consumed by lawyers.
- The creation of radio public service announcements (PSAs) to be issued to thousands of radio stations nationwide.
- Press releases in Canada to the widest available wire distribution, including more than 300 media outlets.

17. Direct Notice

def: Reaching known claimants with notice to those with current accurate addresses.

The Notice Plan calls for mailing direct notice to many known claimants.

A long form notice package will be mailed to the following groups, to the extent that addresses can be reasonably ascertained:

- All counsel of record for asbestos personal injury claims filed against W.R. Grace historically.
- ZAI Claimants who have filed a claim as well as their counsel of record.
- PD Claimants with pending asbestos property damage claims as well as their counsel of record.
- PI Claimants who have a pending asbestos-related claim as well as their counsel of record.
- Persons and entities that hold Other Claims against W.R. Grace, including W.R. Grace trade creditors, and their counsel of record.
- Key union officials in trade unions whose membership has been identified as having occupational exposure to asbestos-containing products.
- All Libby, Montana households.

18. Third Party Notice

def: Reaching out to claimants through organizations that claimants are affiliated with.

The Notice Plan seeks to provide organizations that are in contact with claimants with information to pass on to claimants. Four main components will be utilized:

1. Notices mailed to known attorneys of current W.R. Grace claimants where the address of the claimant him/herself is not directly known. This notice will:
 - a. Direct the attorney to provide the name and address to W.R. Grace so that direct notice can be provided directly to the claimant and to certify that they have done so.
 - b. Direct the attorney to make the notice available to the claimant and to inform him/her of rights under the bankruptcy and to verify that they have done so.
2. Notices published in the leading publications that are read by asbestos litigators, including Mealey's Asbestos Litigation Reports and Andrews Asbestos Litigation Reporter.
3. Messages posted to websites and emailed to dozens of asbestos victims groups and other asbestos organizations.
4. Notices mailed to trade unions that W.R. Grace has had contact with, and messages posted to any such websites asking them to publish the notice in any union newsletters or otherwise communicate it to working and retired members. A partial list of these trade unions include:
 - Asbestos Workers, International Association of Heat & Frost Insulators (AWIU)
 - International Association of Bridge, Structural, Ornamental and Reinforcing Ironworkers (IABSORIW)
 - International Brotherhood of Electrical Workers
 - International Brotherhood of Painters and Allied Trade
 - International Union of Bricklayers and Allied Craftsmen
 - International Union of Operating Engineers (IUOE)
 - Laborers' International Union of North America
 - Operative Plasterers' and Cement Masons' International Association of the United States and Canada
 - Sheet Metal Workers' International Association (S.M.W.I.A.)

- United Association of Journeymen and Apprentices of the Plumbing and Pipe Fitting Industry of the United States and Canada
- United Brotherhood of Carpenters and Joiners of America

Additionally, other trades organizations that W.R. Grace has contact with will be targeted and will include building and construction trades, electricians, plasterers, building maintenance and various other similar unions or organizations of tradespeople that may have had some contact with W.R. Grace's products.

19. U.S. TV Plan - Rating Points (GRPs)

def: One rating point equals one percent of the target population. This may include the same person reached more than once, so ratings can and do exceed 100.

The television paid notice plan delivers 245 Adult 35+ rating points and 289 Men 55+ rating points allocated among various dayparts:

<i>Daypart</i>	<i>Adult 35+ TRPs</i>	<i>Adult 35+ Alloc. %</i>	<i>Men 55+ TRPs</i>	<i>Men 55+ Alloc. %</i>
<i>Early Morning</i>	<i>35</i>	<i>14%</i>	<i>37</i>	<i>14%</i>
<i>Day</i>	<i>35</i>	<i>14%</i>	<i>33</i>	<i>11%</i>
<i>Early News</i>	<i>70</i>	<i>29%</i>	<i>93</i>	<i>32%</i>
<i>Prime</i>	<i>35</i>	<i>14%</i>	<i>36</i>	<i>12%</i>
<i>Cable</i>	<i>70</i>	<i>29%</i>	<i>90</i>	<i>31%</i>
<i>Totals</i>	<i>245</i>	<i>100%</i>	<i>289</i>	<i>100%</i>

*The GRPs cited above will be achieved based on actual A.C. Nielsen audience data. A full post-buy analysis would be produced at the conclusion of the planned activity.

20. U.S. TV Plan - Gross Impressions

def: total number of times a TV show containing a notice placement is seen.

<i>Daypart</i>	<i>Adult 35+ Gross Impressions</i>	<i>Men 55+ Gross Impressions</i>
<i>Early Morning</i>	<i>47,555,000</i>	<i>9,153,000</i>
<i>Day</i>	<i>47,555,000</i>	<i>8,163,000</i>
<i>Early News</i>	<i>95,110,000</i>	<i>23,006,000</i>
<i>Prime</i>	<i>47,555,000</i>	<i>8,905,000</i>
<i>Cable</i>	<i>95,110,000</i>	<i>22,263,000</i>
<i>Totals</i>	<i>332,885,000</i>	<i>71,490,000</i>

- The TV notice will be exposed to Adult 35+ viewers more than 332 million times during the two weeks that the schedule airs.
- The TV notice will be exposed to Men 55+ viewers more than 71 million times during the two weeks that the schedule airs.
- The affordability of Cable TV allows many spots to be purchased, building frequency of the schedule. Cable TV also allows more targeted programming and stations to be purchased.
- Several key network Prime spots in highly rated programming builds reach dramatically. Because it is widely watched, the network prime activity, while accounting for only 14% of the Adult 35+ rating points, provides 25.9% reach of Adults 35+.

21. U.S. TV Plan - Dayparts/Programming

def: When and in what programs the spots will air.

Daypart	% of Adult 35+ Rating Point Allocation	% of Men 55+ Rating Point Allocation
Early Morning	14%	14%
Day	14%	11%
Early News	29%	32%
Prime	14%	12%
Cable	29%	31%

Allowing four dayparts and cable to be utilized increases the Plan's ability to reach persons with different viewing habits, which is important in legal notifications.

Early Morning

- Provides ideal environment for notification programs.
- Relatively cost efficient on a cost per rating point basis.
- Extends reach especially among retired workers, women and those with varied viewing schedules
- Loyal audience helps provide frequency among those reached.
- Programming considered includes *Good Morning America*, *Today Show* and the *Early Show*.

Daytime

- Highly cost efficient on a cost per rating point basis.
- Extends reach especially among retired workers, women and those with varied viewing schedules.
- Loyal audience helps provide frequency among those reached.
- Programming may include daytime drama, games shows and/or talk shows.

Early News

- Non-opinionated journalism provides ideal environment for notification programs.
- Strong ratings against Adults 35+ and Men 55+.
- Programming considered includes *World News Tonight*, *Evening News*, and *Nightly News*.

Prime

- Highest ratings of all dayparts.
- Documentary/investigative news programs and general drama provide a trusting atmosphere for the message.
- Provides rapid audience awareness and accumulation.
- Programming may include *20/20*, *48 Hours*, *60 Minutes*, *Dateline NBC*.

Cable

- Penetration of 79.6% households.
- Low cost per spot allows for frequency of exposure.
- Opportunity to target specific demographic segments such as older, blue-collar males, homeowners and top-level business executives.
- Specific cable networks may include CNN/Headline News, CNBC, and the History Channel.

Daypart mixes and programming selections may change at the time the buy is authorized, based on negotiations and availabilities.

22. U.S. Print Plan - Circulation

def: total number of copies sold through all channels (subscription, newsstand, bulk)

The proposed publications provide the following paid circulation, based on the most recent Audit Bureau of Circulation (ABC) statements available for each:

<i>Publication</i>	<i>Circulation</i>
<i>American Legion Magazine</i>	<i>2,612,135</i>
<i>Better Homes & Garden</i>	<i>7,617,985</i>
<i>National Geographic (U.S.)</i>	<i>6,120,118</i>
<i>Newsweek</i>	<i>3,144,695</i>
<i>Parade</i>	<i>36,341,657</i>
<i>People</i>	<i>3,552,287</i>
<i>Reader's Digest</i>	<i>12,566,047</i>
<i>TV Guide</i>	<i>9,948,792</i>
<i>USA Weekend</i>	<i>23,573,515</i>
<i>VFW Magazine</i>	<i>1,824,672</i>
<i>New York Times</i>	<i>1,159,954</i>
<i>USA Today</i>	<i>1,769,650</i>
<i>Wall Street Journal (Nat'l)</i>	<i>1,819,528</i>
<i>TOTAL</i>	<i>112,051,035</i>

Source: ABC statements

23. U.S. Print Plan - Total Audience

def: total different persons opening or reading a publication.

The following outlines the total audience (readership) for one insertion in each of the proposed publications. The total audience is based on actual MRI survey data that tells us how many persons "Opened or Read" a publication. MRI (Mediamark Research) is accepted as the industry standard for readership and demographic survey information.

<i>Publication</i>	<i>Total Audience</i>
<i>American Legion Magazine</i>	<i>2,992,000</i>
<i>Better Homes & Garden</i>	<i>34,870,000</i>
<i>National Geographic (U.S.)</i>	<i>30,516,000</i>
<i>Newsweek</i>	<i>19,349,000</i>
<i>Parade</i>	<i>78,327,000</i>
<i>People</i>	<i>35,402,000</i>
<i>Reader's Digest</i>	<i>43,558,000</i>
<i>TV Guide</i>	<i>31,856,000</i>
<i>USA Weekend</i>	<i>47,175,000</i>
<i>VFW Magazine</i>	<i>2,815,000</i>
<i>New York Times</i>	<i>2,955,000</i>
<i>USA Today</i>	<i>4,701,000</i>
<i>Wall Street Journal (Nat'l)</i>	<i>3,662,000</i>
<i>TOTAL</i>	<i>338,178,000</i>

Source: 2001 MRI Doublebase Study

24. U.S. Print Plan - Secondary Readers

def: Secondary or "Pass-along" Readers of a publication.

Based on the MRI readership data, we know that more readers than just those who receive the circulated issue actually open and read the issue. The following calculations provide the readers per copy of each publication in the proposed schedule:

<i>Publication</i>	<i>Readers per Copy</i>
<i>American Legion Magazine</i>	<i>1.2</i>
<i>Better Homes & Garden</i>	<i>4.6</i>
<i>National Geographic</i>	<i>5.0</i>
<i>Newsweek</i>	<i>6.2</i>
<i>Parade</i>	<i>2.2</i>
<i>People</i>	<i>10.0</i>
<i>Reader's Digest</i>	<i>3.5</i>
<i>TV Guide</i>	<i>3.2</i>
<i>USA Weekend</i>	<i>2.0</i>
<i>VFW Magazine</i>	<i>1.5</i>
<i>New York Times</i>	<i>2.6</i>
<i>USA Today</i>	<i>2.7</i>
<i>Wall Street Journal (Nat'l)</i>	<i>2.0</i>

Source: ABC Statements, 2001 MRI Doublebase audience information

Many secondary readers see the ad away from home. Exposure in a different environment can increase attentiveness and response potential. It is also beneficial that readership tends to build over a period of time following the publication date. This is evidence that issues can be referred to at any time, thereby providing readers with a longer, more sustained, opportunity to learn about the Bar Date and to react.

25. U.S. Print Plan - Gross Impressions

def: total number of times any person opens or reads publications containing notice placements.

The following calculations provide total gross impressions of the proposed schedule of insertions, by multiplying total audience by the number of insertions. Because the total includes the same reader more than once - readers of one publication may read other publications as well - the total exceeds the total number of adults in the U.S. This duplication is factored out by the net reach analysis.

<i>Publication</i>	<i>Insertions</i>	<i>Gross Impressions</i>
<i>American Legion Magazine</i>	1	2,992,000
<i>Better Homes & Garden</i>	1	34,870,000
<i>National Geographic</i>	1	30,516,000
<i>Newsweek</i>	2	38,698,000
<i>Parade</i>	2	156,654,000
<i>People</i>	2	70,803,000
<i>Reader's Digest</i>	2	87,116,000
<i>TV Guide</i>	2	63,711,000
<i>USA Weekend</i>	2	94,351,000
<i>VFW Magazine</i>	1	2,815,000
<i>New York Times</i>	2	5,909,000
<i>USA Today</i>	2	9,402,000
<i>Wall Street Journal (Nat'l)</i>	2	7,324,000
<i>TOTAL SCHEDULE</i>	22	605,161,000

Source: 2001 MRI Doublebase Study

26. U.S. Trade Print Plan - Circulation

def: total number of copies sold through all channels (subscription, newsstand, bulk)

The proposed trade publications provide the following circulation, based on the most recent Business Publication Audit (BPA) and Sworn statements available for each:

<i>Publication</i>	<i>Circulation</i>
<u>Commercial Property:</u>	
<i>BOMA.ORG</i>	18,500
<i>Building Operating Mgmt.</i>	70,058
<i>Buildings</i>	57,017
<i>Commercial Property News</i>	31,223
<i>Commercial Investment Real Estate</i>	12,750
<i>Journal of Property Mgmt.</i>	20,126
<i>National Real Estate Investor</i>	33,340
<i>Facility Management Jrnl.</i>	18,000
<i>Facility Manager</i>	3,500
<u>Hospital Publications</u>	
<i>AHA News</i>	22,179
<i>Health Facilities Management</i>	27,930
<i>Modern Healthcare</i>	75,977
<u>Schools/Colleges/Universities:</u>	
<i>American School and University</i>	63,059
<i>Facilities Manager</i>	5,100
<i>American School Board Journal</i>	36,064
<i>The School Administrator</i>	23,292

<i>College Planning and Mgmt.</i>	29,690
<i>Chronicle of Higher Education</i>	95,553
<i>Business Officer</i>	21,000
<u>Government:</u>	
<i>Governing</i>	86,124
<i>Government Executive</i>	66,079
<i>Nation's Cities Weekly</i>	31,500
<i>State Government News</i>	16,019
<u>Airports:</u>	
<i>Aviation Week's Airports</i>	10,696
<u>Churches:</u>	
<i>Your Church</i>	148,010
<i>Church Business</i>	19,542
<u>Hotel/Hospitality:</u>	
<i>Hotel & Motel Management</i>	60,004
<i>Lodging</i>	53,055
<u>Mall/Shopping Center:</u>	
<i>Shopping Centers Today</i>	39,216
<u>Movie Theaters:</u>	
<i>Boxoffice</i>	5,942
TOTAL	1,200,545

Source: BPA, ABC audited and Sworn Circulation Statements

27. Notice Flowchart

Significant communication events within the notice program leading up to the Bar Date at the end of the claims period.

The following provides a flowchart of planned activity:

CLAIMS PERIOD																	
Vehicle/Week	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
Press Release																	
Direct Mail																	
U.S. Consumer/Trade Publications																	
U.S. Newspapers																	
Television (U.S. & Canada)																	
Internet Website																	
Canadian Newspapers																	
Canadian Magazines																	
Libby, Montana Newspaper																	
Response Allowance/Cushion																	

The timing of the notice placements within the above Claims period are subject to change, particularly the TV, based upon the most efficient availabilities at the time of placement.

28. Canadian Notice Program

def: Reaching the substantial population of Canadian adults with notice of the Bar Date.

The objectives and foundations of the U.S. Notice Plan fully apply to the efforts in Canada. However, while the Notice Plan utilizes similar notice strategies, the specific tactics differ somewhat:

- *Newspaper* advertising will be utilized. The schedule will include the two national newspapers and regional newspapers in the top 10 metro markets.
- *Consumer magazines* will be included. In addition, several of the magazines on the U.S. schedule provide some coverage in Canada (over 297 thousand circulation).
- *Television* advertising via leading networks will be used to extend reach. The television coverage in Canada will include “spill-over” from the U.S. television buy, therefore reducing the level of activity needed.

According to the Print Measurement Bureau (PMB) 2001 readership study, there are 23,560,000 adults in Canada. Of these adults, 16,300,000 (69%) are over the age of 35. The Men 55+ Canadian population is 3,072,000.

Newspaper Advertising Schedule.

Creative Key:

PI = Notice focuses on PI Claimants, with mention of all claimants.

ZAI = Notice focuses on ZAI Claimants, with mention of all claimants.

PD = Notice focuses on PD Claimants, with mention of all claimants.

<i>Newspaper</i>	<i>Notice</i>	<i>Unit</i>	<i>Notice Focus</i>
<i>The Globe & Mail</i>	2	6-7/16” x 11”	PD and ZAI
<i>The National Post</i>	2	7-9/16” x 11”	PD and ZAI
<i>Toronto Star</i>	2	6-7/8” x 11”	PD and ZAI
<i>Toronto Sun</i>	2	6-7/16” x 11”	ZAI and PI
<i>Ottawa Sun</i>	2	6-7/16” x 11”	ZAI and PI
<i>Ottawa Citizen</i>	2	6-7/8” x 11”	PD and ZAI
<i>Hamilton Spectator</i>	2	6-7/8” x 11”	PD and ZAI

<i>London Free Press</i>	2	7-1/8" x 11"	PD and ZAI
<i>Le Journal de Montreal (Fr.)</i>	2	7-5/8" x 11"	ZAI and PI
<i>Montreal Gazette</i>	2	6-7/8" x 11"	PD and ZAI
<i>Le Journal de Quebec (Fr.)</i>	2	7-5/8" x 11"	ZAI and PI
<i>Quebec City Le Soleil (Fr.)</i>	2	6-13/16" x 11"	PD and ZAI
<i>Vancouver Province</i>	2	6-7/8" x 11"	ZAI and PI
<i>Vancouver Sun</i>	2	6-7/8" x 11"	PD and ZAI
<i>Edmonton Sun</i>	2	6-7/16" x 11"	ZAI and PI
<i>Edmonton Journal</i>	2	6-7/8" x 11"	PD and ZAI
<i>Calgary Sun</i>	2	6-7/16" x 11"	ZAI and PI
<i>Calgary Herald</i>	2	6-7/8" x 11"	PD and ZAI
<i>Winnipeg Sun</i>	2	6-11/32" x 11"	ZAI and PI
<i>Winnipeg Free Press</i>	2	6-7/8" x 11"	PD and ZAI
TOTAL	40		

- Newspaper coverage will be provided in the 10 largest markets in Canada, which contain a majority of the country's households.
- The two national newspapers will extend geographic coverage.
- Specific newspapers were selected on their ability to provide strong coverage and minimal waste against both primary demographic target audiences (Adults 35+ and Men 55+).
- Both the leading tabloid and broadsheet newspapers are recommended in the largest markets to increase reach.
- Tabloid papers are included since they are read more by the average working Canadian (PI Claimants) as well as the general adult population (ZAI Claimants).
- Broadsheet papers provide effective reach among the general adult population (ZAI Claimants) as well as business professionals (PD Claimants).
- French language papers are included, ensuring coverage of the French speaking population, which accounts for 22% of total adults.

- *More than 19.3 million adult notice exposures will be generated through the newspaper schedule. Adults 35+ will be exposed over 14.2 million times and Men 55+ will reach an exposure level of over 2.6 million.*

Consumer Magazine Advertising Schedule.

<i>Magazine</i>	<i>Notice</i>	<i>Unit</i>	<i>Notice Focus</i>
<i>Canadian Reader's Digest (English edition)</i>	2	Full Page	ZAI and PI
<i>Selection du Reader's Digest (French edition)</i>	2	Full Page	ZAI and PI
<i>Maclean's</i>	2	Full Page	PD and ZAI
<i>L'Actualite (French)</i>	2	Full Page	PD and ZAI
<i>Canadian Living</i>	1	Full Page	ZAI
<i>Coup de Pouce (French)</i>	1	Full Page	ZAI
<i>National Geographic (Canadian edition)</i>	1	Full Page	ZAI
<i>Legion Magazine</i>	1	Full Page	PI
<i>TOTAL</i>	12		

- *Reader's Digest* has the largest audience of all magazines in Canada, reaching 35% of all Canadian adults. It is also the leading magazine against both Adults 35+ and Men 55+.
- *Maclean's* and *L'Actualite* are among the top publications reaching the PD target of Executive/Mngers/Administrator job titles. Both provide a newsworthy environment appropriate for notice acitivity.
- *Canadian Living* is the 2nd leading magazine in Canada against English-speaking Adults 35+. It's editorial is compatible with the homeowner focus of the Zonolite notice.
- *Coup de Pouce* effectively reaches French-speaking Adults 35+. Like *Canadian Living*, it's editorial is compatible with the homeowner focus of the Zonolite notice.
- *National Geographic (Canada edition)* provides extended reach with its circulation of more than 439 thousand at a relatively low out-of-pocket cost when purchased in combination with *National Geographic U.S.*

- *Legion Magazine* provides a high composition of Men 55+. 78% of its readers are male and 73% are 50 years of age and older.
- The U.S. magazine buy generates additional impressions in Canada.
- ***Over 29.4 million adult impressions will be generated through the magazine schedule. Adults 35+ will be exposed over 20.8 million times and Men 55+ will reach an exposure level of over 3.5 million.***

Through the combination of newspapers in the top markets and the large circulation magazines, adults, including spouses and children of exposed workers, are reached.

Overall, Canadian adults will be exposed to the print notice more than 48.8 million times. Adults 35+ will be exposed over 35.1 million times and Men 55+ will reach an exposure level of over 6.1 million.

Television Advertising.

To effectively reach the key demographic groups within Canada, a combination of conventional networks will be utilized. Programs will be selected on their ability to reach Adults 35+ and Men 55+ primarily, as well as all adults. Programming will most likely include news, daytime and prime time shows. Approximately 185 Adult 35+ rating points will be purchased over a two-week period.

Canadian television reach will be enhanced by the spillover effect of the U.S. buy into Canada. On average, U.S. stations account for 12.7% of total TV viewing hours in Canada.

A possible daypart mix against Adults 35+ may be as follows:

<i>Daypart</i>	<i>Adult 35+ GRPs</i>	<i>A35+ Allocation</i>	<i>Notice Focus</i>
<i>Early Morning</i>	25	14%	ZAI and PI
<i>Daytime</i>	25	14%	ZAI and PI
<i>Prime</i>	65	35%	ZAI and PI
<i>Late News</i>	70	37%	ZAI and PI

<i>TOTAL</i>	185	100%	
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The combined effect of the Notice Plan in Canada wil reach 91.8% of Adults 35+, 90.5% of Men 55+ and 90.5% of all Canadian adults. Direct mail, earned media, Internet activities, third party notice efforts and spill-over from the U.S. schedule will add even further to the reach and exposure that potential claimants will receive.

29. Libby, Montana Notice Program

def: Reaching potential claimants arising from the local claims of Libby residents.

Grace acquired a mine in Libby, Montana that was in operation from 1922 up until Grace closed it in 1992.

The broader notice program will reach claimants that have moved at some time, including former Libby residents, however the localized nature of potential claims in Libby warrant that local notice is reasonable and appropriate. Given the local publicity and interest that this issue generates within a community of about 2,900¹⁴ residents, people outside the area with family or friends still in Libby will likely receive word of the Bar Date. Accordingly the notice effort will consist of:

- Direct mailed notices to all known Libby, Montana households (approximately 1,200¹⁵).
- Direct mailed notices to all known attorneys of Libby, Montana claimants.
- Issuance of press release to local media.
- Publication of a special notice in the four area newspapers:

<i>Newspaper</i>	<i>Notices</i>	<i>Notice Size</i>	<i>Notice Focus</i>
<i>Kalispell Inter Lake</i>	1	7.708" x 10"	Libby
<i>Libby Montanian</i>	1	7.625" x 10"	Libby
<i>Libby Western News</i>	1	7.625" x 10"	Libby
<i>Missoula Missoulain</i>	1	7.708" x 10"	Libby

- *The Missoulain* is the largest of the 4 papers with a circulation of over 35,000.
- The *Daily Inter Lake* has a circulation of over 16,000.
- Both the *Montanian* and *Western News* are local weekly papers with an estimated circulation of near 4,000 each.

¹⁴ Census estimated 1999 population is 2,948.

¹⁵ 1,264 Libby City Households per *Census 2000 Housing Units* study.

30. U.S. Nationwide Newspaper Coverage

Paid media notices will appear in more than 900 Sunday newspapers in every market of every state in the U.S., as part of Parade and USA Weekend (see listing below). These publications have documented readership and have often been Court-approved for legal notice campaigns. Notices will also appear in the Wall Street Journal, New York Times and USA Today. In addition, notices will be placed in the leading newspapers in Puerto Rico, Guam and the Virgin Islands.

Altogether, the newspaper schedule provides coverage of all 210 U.S. DMA's (Designated Market Areas), reaching all 50 states, as well as the District of Columbia, Puerto Rico, Guam and the Virgin Islands.

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
Alabama	Alexander City	City Outlook
	Anniston	Star
	Birmingham	News
	Decatur	Daily
	Dothan	Eagle
	Florence	Times Daily
	Gadsden	Times
	Huntsville	Times
	Jasper	Mountain Eagle
	Mobile	Register
	Montgomery	Advertiser
	Opelika	News
	Selma	Times Journal
	Talladega	Daily Home
	Tuscaloosa	News
Alaska	Anchorage	Daily News
	Fairbanks	Daily News-Miner
	Juneau	Empire
	Kenai	Peninsula Clarion
Arizona	Bullhead City	News
	Casa Grande	Dispatch
	Douglas	Dispatch
	Flagstaff	Sun
	Kingman	Miner
	Lake Havasu City	News Herald
	Mesa	Tribune
	Phoenix	Arizona Republic

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Prescott	Courier
	Sierra Vista	Herald
	Sun City	News-Sun
	Tucson	Citizen
	Tucson	Arizona Daily Star
	Yuma	Sun
Arkansas	Benton	Courier
	Blytheville	Courier News
	Conway	Log Cabin Democrat
	El Dorado	South Arkansas Sunday News
	Fort Smith	Southwest Times Record
	Harrison	Times
	Hot Springs	Sentinel-Record
	Jonesboro	Sun
	Little Rock	Arkansas Democrat-Gazette
	Mountain Home	Baxter Bulletin
	Paragould	Press
	Pine Bluff	Commercial
	Russellville	Courier
	Searcy	Citizen
	Springdale	Morning News Of Northwest Arkansas
California	Auburn	Journal
	Bakersfield	Californian
	Barstow	Desert Dispatch
	Benicia	Herald
	Chico	Enterprise-Record
	Davis	Enterprise
	El Centro	Imperial Valley Press
	Eureka	Times-Standard
	Fairfield	Republic
	Fremont-Newark	Argus
	Fresno	Bee
	Hanford	Sentinel
	Hayward	Review
	Lakeport	Lake County Record Bee
	Lodi	News-Sentinel
	Lompoc	Record
	Long Beach	Press-Telegram
	Los Angeles	Daily News
	Los Angeles	Times
	Madera	Tribune
	Marin County	Independent Journal
	Marysville	Appeal Democrat
	Merced	Sun-Star
	Modesto	Bee
	Monterey	Herald

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Napa	Register
	Oakland	Tribune
	Oceanside/Escondido	North County Times
	Ontario	Inland Valley Bulletin
	Palm Springs	Desert Sun
	Palmdale	Antelope Valley Press
	Pleasanton	Tri-Valley Herald
	Porterville	Recorder
	Red Bluff	News
	Redding	Record Searchlight
	Redlands	Daily Facts
	Riverside	Press-Enterprise
	Sacramento	Bee
	Salinas	Californian
	San Bernardino	Sun
	San Diego	Union-Tribune
	San Francisco	Examiner & Chronicle
	San Gabriel Valley	Valley Newspapers (3)
	San Jose	Mercury-News
	San Luis Obispo	Telegram-Tribune
	San Mateo	Times
	Santa Ana	Orange County Register
	Santa Barbara	News-Press
	Santa Cruz	Sentinel
	Santa Maria	Times
	Santa Rosa	Press Democrat
	Stockton	Record
	Torrance	Daily Breeze
	Tulare	Advance Register
	Turlock	Journal
	Ukiah	Journal
	Vellejo	Times-Herald
	Ventura	County Star
	Victorville	Daily Press
	Visalia	Times Delta
	Walnut Creek	Contra Costa Times
	Watsonville	Register-Pajaronian
	Woodland	Democrat
Colorado	Boulder	Sunday Camera
	Colorado Springs	Gazette-Telegraph
	Denver	Post/ Rocky Mountain News
	Durango	Herald
	Fort Collins	Coloradoan
	Glenwood	Springs Western Slope
	Grand Junction	Daily Sentinel
	Greeley	Tribune

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Montrose	Press
	Pueblo	Sunday Chieftain
Connecticut	Bridgeport	Post
	Danbury	News-Times
	Greenwich	Times
	Hartford	Courant
	Manchester	Journal Inquirer
	Meriden	Record-Journal
	New Britain	Herald Press
	New Haven	Register
	New London	Day
	Norwalk	Hour
	Norwich	Bulletin
	Stamford	Advocate
	Torrington	Register Citizen
	Waterbury	S Republican
Delaware	Dover	Delaware State News
	Wilmington	News Journal
District of Columbia	Washington	Times
	Washington	Post
Florida	Boca Raton	News
	Bradenton	Herald
	Brooksville	Hernando Today
	Charlotte Harbor	Sun-Herald
	Crystal River	Citrus County Chronicle
	Daytona Beach	News-Journal
	El Nuevo	Herald
	Ft. Lauderdale	Sun-Sentinel
	Ft. Myers	News Press
	Ft. Pierce	Tribune
	Ft. Walton	Northwest Florida Daily News
	Gainesville	Sun
	Jacksonville	Florida Times-Union
	Key West	Citizen
	Lakeland	Ledger
	Leesburg	Commercial
	Marianna	Jackson County Floridian
	Melbourne	Florida Today
	Miami	Herald
	Naples	Daily News
	Ocala	Star-Banner
	Orlando	Sentinel
	Panama City	News-Herald
	Pensacola	News-Journal
	Sarasota	Herald-Tribune

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Sebring	Highlands Today
	St. Augustine	Record
	St. Petersburg	Times
	Stuart	News
	Tallahassee	Democrat
	Tampa	Tribune And Times
	Vero Beach	Press-Journal
	West Palm Beach	Post
	Winter Haven	News Chief
Georgia	Albany	Herald
	Americus	Times-Recorder
	Athens	Daily News/Banner-Herald
	Atlanta	Journal/Constitution
	Augusta	Chronicle
	Brunswick	News
	Canton	Cherokee Tribune
	Carrollton	Times-Georgian
	Cartersville	Tribune-News
	Columbus	Ledger-Enquirer
	Conyers	Rockdale Citizen
	Cordele	Dispatch
	Dalton	Citizen-News
	Douglasville	Douglas County Sentinel
	Dublin	Courier Herald
	Gainesville	Times
	Griffin	News
	Jonesboro	Clayton News
	La Grange	News
	Lawrenceville	Gwinnett Daily Post
	Macon	Telegraph
	Marietta	Journal
	Milledgeville	Union-Recorder
	Moultrie	Observer
	Newnan	Times-Herald
	Rome	News Tribune
	Savannah	Morning News
	Statesboro	Herald
	Thomasville	Times-Enterprise
	Tifton	Gazette
	Valdosta	Times
	Warner Robins	Sun
Hawaii	Hilo	Tribune-Herald
	Honolulu	Star Bulletin & Advertiser
	Kailua-Kona	West Hawaii Today
	Lihue	Garden Island
	Maui	News

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
Idaho	Boise	Idaho Statesman
	Coeur D'Alene	Press
	Idaho Falls	Post Register
	Lewiston-Clarkson	Tribune
	Nampa-Caldwell	Idaho Press-Tribune
	Pocatello	Idaho State Journal
	Twin Falls	Times-News
Illinois	Alton-East Alton-Wood River	Telegraph
	Aurora	Beacon-News
	Belleville	News-Democrat
	Benton	News
	Bloomington	Pantagraph
	Carbondale	S. Illinoisan
	Centralia	Sunday Sentinel
	Champaign-Urbana	News-Gazette
	Chicago	Tribune
	Chicago	Herald
	Chicago	Southtown
	Chicago	Sun-Times
	Crystal Lake	Northwest Herald
	Danville	Commercial News
	De Kalb	Chronicle
	Decatur	Herald & Review
	Dixon	Telegraph
	Du Quoin	Call
	Eldorado	Journal
	Elgin	Courier-News
	Freeport	Journal-Standard
	Galesburg	Register-Mail
	Harrisburg	Register
	Jacksonville	Journal Courier
	Joliet	Herald-News
	Kankakee	Journal
	La Salle-Peru-Oglesby-Spring Valley	News Tribune
	Macomb	Journal
	Marion	Republican
	Moline	Dispatch
	Mount Vernon	Register-News
	Peoria	Journal Star
	Pontiac	Leader
	Quincy	Herald-Whig
	Rock Island	Argus
	Rockford	Register Star
	Springfield	State Journal-Register

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Sterling-Rock Falls	Gazette
	Waukegan	News-Sun
	West Frankfort	American
Indiana	Anderson	Herald Bulletin
	Auburn	Star
	Bloomington	S Herald-Times
	Bluffton	News-Banner
	Columbia City	Post & Mail
	Columbus	Republic
	Crawfordsville	Journal Review
	Decatur	Democrat
	Elkhart	Truth
	Evansville	Courier
	Frankfort	The Times
	Fort Wayne	News-Sentinel
	Fort Wayne	Journal Gazette
	Franklin	Journal
	Gary	Post-Tribune
	Greencastle	Banner-Graphic
	Greenfield	Reporter
	Indianapolis	Star
	Kendallville	News-Sun
	Kokomo	Tribune
	Lafayette-West Lafayette	Journal-Courier
	Lake County	Lake County/E. Chicago Times
	Logansport	Pharos-Tribune
	Marion	Chronicle Tribune
	Michigan City	News Dispatch
	Monticello	Herald Journal
	Muncie	Star Press
	New Albany	Ledger & Tribune
	New Castle	Courier Times
	Noblesville	Ledger
	Peru	Tribune
	Richmond	Palladium-Item
	Seymour	Tribune
	Shelbyville	News
	South Bend	Tribune
	Terre Haute	Tribune Star
	Vincennes	Sun-Commercial
	Wabash	Plain Dealer
Iowa	Ames	Tribune
	Burlington	Hawk Eye
	Cedar Rapids	Gazette
	Clinton	Herald
	Council Bluffs	Nonpareil

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Davenport	Quad-City Times
	Des Moines	Register
	Dubuque	Telegraph Herald
	Ft. Dodge	Messenger
	Iowa City	Press-Citizen
	Marshalltown	Times-Republican
	Mason City	Globe Gazette
	Sioux City	Sunday Journal
	Waterloo	Courier
Kansas	Arkansas City	Traveler
	Dodge City	Globe
	Garden City	Telegram
	Glasgow	Daily Times
	Great Bend	Tribune
	Hays	News
	Hutchinson	News
	Kansas City	Kansan
	Lawrence	Journal-World
	Leavenworth	Times
	Manhattan	Mercury
	Newton	Kansan
	Olathe	News
	Pittsburgh	Morning Sun
	Salina	Journal
	Topeka	Capital-Journal
	Wichita	Eagle
Kentucky	Ashland	Sunday Independent
	Bowling Green	Daily News
	Elizabethtown	News-Enterprise
	Henderson	Gleaner
	Hopkinsville	Kentucky New Era
	Lexington	Herald-Leader
	Louisville	Courier-Journal
	Madisonville	Messenger
	Owensboro	Messenger-Inquirer
	Paducah	Sun
	Richmond	Register
	Somerset	Commonwealth Journal
Louisiana	Alexandria	Daily Town Talk
	Baton Rouge	Sunday Advocate
	Bogalusa	News
	Hammond	Star
	Houma	Daily Courier
	Lafayette	Advertiser
	Lake Charles	American Press
	Monroe	News-Star

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	New Iberia	Iberian
	New Orleans	Times-Picayune
	Opelousas	Daily World
	Ruston	Daily Leader
	Shreveport	Times
Maine	Augusta	Kennebec Journal
	Bangor	News
	Biddeford	Journal-Tribune
	Lewiston-Auburn	Sunday Journal
	Portland	Sunday Telegram
	Waterville	Sentinel
Maryland	Annapolis	Capital
	Baltimore	Sun
	Cumberland	Times-News
	Easton	Sunday Star
	Frederick	Post-News
	Hagerstown	Herald Mail
	Lanham	Prince George's Journal
	Rockville	Montgomery Journal
	Salisbury	Times
	Westminster	Carroll County Times
Massachusetts	Attleboro	Sun Chronicle
	Boston	Sunday Globe
	Boston	Herald
	Brockton	Enterprise
	Cape Cod	Times
	Fall River	Herald News
	Fitchburg	Sentinel-Enterprise
	Framingham	Middlesex News
	Gloucester	Times
	Greenfield	Recorder
	Lawrence	Eagle-Tribune
	Lowell	Sun
	New Bedford	Sunday Standard-Times
	Newburyport	News
	North Adams	Transcript
	Northampton	Hampshire Gazette
	Pittsfield	Berkshire Eagle
	Quincy	Patriot-Ledger
	Salem	News
	Springfield	Sunday Republican
	Taunton	Gazette
	Worcester	Sunday Telegram
Michigan	Adrian	Telegram
	Alpena	News
	Ann Arbor	News

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Bad Axe	Huron Tribune
	Battle Creek	Enquirer
	Bay City	Times
	Benton Harbor-St. Joseph	Herald Palladium
	Cadillac	News
	Detroit	News & Free Press
	Escanaba	Press
	Flint	Journal
	Grand Rapids	Press
	Greenville	News
	Hillsdale	News
	Holland	Sentinel
	Houghton	Mining Gazette
	Iron Mountain	News
	Jackson	Citizen Patriot
	Kalamazoo	Gazette
	Lansing	State Journal
	Marquette	Mining Journal
	Midland	News
	Monroe	Sunday News
	Mount Clemens	Macomb Daily
	Mount Pleasant-Alma	Sun
	Muskegon	Sunday Chronicle
	Owosso	Argus-Press
	Petoskey	News-Review
	Pontiac	Oakland Press
	Port Huron	Times-Herald
	Royal Oak	Daily Tribune
	Saginaw	News
	Sault Ste Marie	News
	Traverse City	Record-Eagle
Minnesota	Albert Lea	Tribune
	Austin	Daily Herald
	Bemidji	Pioneer
	Brainerd	Daily Dispatch
	Duluth	News-Tribune
	Faribault	Daily News
	Fergus Falls	Journal
	Hibbing	Tribune
	Mankato	Free Press
	Minneapolis-St. Paul	Star Tribune
	New Ulm	Journal
	Owatonna	People's Press
	Rochester	Post-Bulletin
	St. Cloud	Times
	St. Paul	Pioneer Press

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Virginia	Mesabi News
	Winona	Daily News
Mississippi	Biloxi	Sun Herald
	Brookhaven	Daily Leader
	Columbus	Commercial Dispatch
	Corinth	Daily Corinthian
	Greenville	Delta Democrat-Times
	Greenwood	Commonwealth
	Hattiesburg	American
	Jackson	Clarion-Ledger
	Laurel	Leader-Call
	McComb	Enterprise-Journal
	Meridian	Star
	Natchez	Democrat
	Pascagoula	Mississippi Press
	Picayune	Item
	Tupelo	N.E. Miss. Daily Journal
	Vicksburg	Sunday Post
Missouri	Cape Girardeau	Southeast Missourian
	Columbia	Missourian
	Columbia	Tribune
	Dexter	Statesman
	Hannibal	Courier-Post
	Independence-Blue Springs	Examiner
	Jefferson City	S News Tribune
	Joplin	Globe
	Kansas City	Star
	Kennett	Democrat
	Park Hills	Journal
	Poplar Bluff	American Republic
	Sedalia	Democrat
	Sikeston	Standard Democrat
	Springfield	News-Leader
	St. Joseph	News-Press
	St. Louis	Post-Dispatch
Montana	Billings	Gazette
	Bozeman	Daily Chronicle
	Butte	Montana Standard
	Great Falls	Tribune
	Helena	Independent Record
	Kalispell	Daily Interlake
	Missoula	Missoulan
Nebraska	Beatrice	Sun
	Columbus	Telegram
	Fremont	Tribune
	Grand Island	Independent

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Lincoln	Journal-Star
	North Platte	Telegraph
	Omaha	Sunday World-Herald
	Scottsbluff	Star-Herald
	York	News-Times
Nevada	Carson City	Nevada Appeal
	Las Vegas	Review-Journal/Sun
	Reno	Gazette-Journal
	Sparks	Tribune
New Hampshire	Concord	Monitor
	Dover	Foster's Sunday Citizen
	Keene	Sentinel
	Lebanon-Hanover	Valley News
	Manchester	New Hampshire Sunday News
	Nashua	Telegraph
	Portsmouth	Herald Sunday
New Jersey	Atlantic City	Press
	Bergen	Bergen County Sunday Record
	Bridgewater	Courier-News
	Camden-Cherry Hill	Courier-Post
	East Brunswick	Home News & Tribune
	Jersey City	Jersey Journal
	Morristown	Record
	Neptune	Asbury Park Press
	Newark	Sunday Star-Ledger
	Newton	New Jersey Herald
	Salem	Today's Sunbeam
	Toms River	Ocean County Observer
	Trenton	Times
	Trenton	Trentonian
	Willingboro	Burlington County Times
	Woodbury	Gloucester County Times
New Mexico	Alamogordo	Daily News
	Albuquerque	Journal
	Carlsbad	Current-Argus
	Clovis	News Journal
	Farmington	Daily Times
	Gallup	Independent
	Hobbs	Daily News-Sun
	Las Cruces	Sun-News
	Portales	News-Tribune
	Roswell	Record
	Santa Fe	New Mexican
New York	Albany	Sunday Times Union
	Auburn	Citizen
	Binghamton	Press & Sun-Bulletin

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Buffalo	News
	Canandaigua	Sunday Messenger
	Corning	Sunday Leader
	Dunkirk	Observer
	Elmira	Star-Gazette
	Geneva	Sunday Finger Lakes Times
	Glens Falls	Post-Star
	Ithaca	Journal
	Jamestown	Post-Journal
	Kingston	Freeman
	Long Island	Newsday
	Middletown	Sunday Record
	New York	Daily News
	Niagara Falls	Gazette
	Olean	Times-Herald
	Oneonta	Daily News
	Oswego	Palladium-Times
	Plattsburgh	Press-Republican
	Poughkeepsie	Journal
	Rochester	Democrat & Chronicle
	Saratoga Springs	Saratogian
	Schenectady	Gazette
	Staten Island	Sunday Advance
	Syracuse	Herald American
	Troy	Record
	Utica	Observer-Dispatch
	Watertown	Times
	White Plains	Journal News
North Carolina	Asheboro	Courier-Tribune
	Asheville	Citizen-Times
	Burlington	Times-News
	Charlotte	Observer
	Durham	Herald-Sun
	Eden	Daily News
	Elizabeth City	Advance
	Fayetteville	Observer-Times
	Forest City	Courier
	Gastonia	Gaston Gazette
	Goldsboro	News-Argus
	Greensboro	News And Record
	Greenville	Daily Reflector
	Henderson	Dispatch
	Hendersonville	Times-News
	Hickory	Record
	High Point	Enterprise
	Jacksonville	News

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Kannapolis	Independent Tribune
	Kinston	Free Press
	Lenoir	News-Topic
	Lumberton	Robesonian
	Monroe	Enquirer-Journal
	Morganton	News-Herald
	Mount Airy	News
	New Bern	Sun-Journal
	Raleigh	News & Observer
	Reidsville	Review
	Roanoke Rapids	Herald
	Rocky Mount	Telegram
	Salisbury	Post
	Sanford	Herald
	Shelby	Star
	Statesville	Record & Landmark
	Washington	News
	Wilmington	Sunday Star-News
	Wilson	Times
	Winston-Salem	Journal
North Dakota	Bismarck	Bismarck Tribune
	Dickinson	Press
	Fargo	Forum
	Grand Forks	Herald
	Minot	Daily News
	Wahpeton	News
Ohio	Akron	Beacon Journal
	Ashtabula	Sunday Paper
	Athens	Messenger
	Beavercreek	News Current
	Bryan	Times
	Bucyrus	Telegraph-Forum
	Cambridge	Sunday Jeffersonian
	Canton	Repository
	Chillicothe	Gazette
	Cincinnati	Enquirer
	Circleville	Herald
	Cleveland	Plain Dealer
	Columbus	Dispatch
	Coshocton	Tribune
	Dayton	Daily News
	Defiance	Crescent-News
	Dover-New Philadelphia	Times-Reporter
	East Liverpool	Review
	Elyria	Chronicle-Telegram
	Fairborn	Daily Herald

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Findlay	Courier
	Fostoria	Review-Times
	Fremont	News-Messenger
	Gallipolis	Sunday Times-Sentinel
	Greenville	Advocate
	Hamilton	Journal-News
	Hillsboro	Times-Gazette
	Ironton	Tribune
	Kent-Ravenna	Record Courier
	Lancaster	Eagle-Gazette
	Lima	News
	Lisbon	Journal
	Lorain	Journal
	Mansfield	News Journal
	Marietta	Times
	Marion	Star
	Martins Ferry	Times Leader
	Massillon	Independent
	Middletown	Journal
	New Philadelphia	Time Reporter
	Newark	Advocate
	Piqua	Call
	Port Clinton	News-Herald
	Portsmouth	Times
	Salem	News
	Sandusky	Register
	Shawnee	News-Star
	Sidney	Daily News
	Springfield	News-Sun
	Steubenville	Herald-Star
	Tiffin	Advertiser-Tribune
	Toledo	Blade
	Troy	Miami Valley Sunday News
	Warren	Tribune Chronicle
	Washington	Court House Record-Herald
	Willoughby	News-Herald
	Wilmington	News-Journal
	Wooster	Record
	Xenia	Gazette
	Youngstown	Vindicator
	Zanesville	Times Recorder
Oklahoma	Ardmore	Ardmoreite
	Bartlesville	Examiner-Enterprise
	Enid	News & Eagle
	Lawton	Sunday Constitution
	McAlester	News-Capitol & Democrat

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Muskogee	Phoenix & Times Democrat
	Norman	Transcript
	Oklahoma City	Sunday Oklahoman
	Stillwater	News-Press
	Tulsa	World
Oregon	Albany/Corvalis	Mid-Valley Sunday
	Bend	Bend Bulletin
	Coos Bay-North Bend	World
	Eugene	Register-Guard
	Klamath	Falls Herald And News
	Medford	Mail Tribune
	Ontario	Argus Observer
	Pendleton	East Oregonian
	Portland	Sunday Oregonian
	Roseburg	News-Review
	Salem	Statesman-Journal
Pennsylvania	Allentown	Morning Call
	Altoona	Mirror
	Beaver	Times
	Bloomsburg	Press-Enterprise
	Bradford	Era
	Butler	Eagle
	Carlisle	Sentinel
	Chambersburg	Public Opinion
	Chester	Delaware County Times
	Clearfield	Progress
	Doylestown	Intelligencer Record
	DuBois	Tri-County Sunday
	Easton	Express-Times
	Erie	Times-News
	Greensburg	Tribune-Review
	Hanover	Sun
	Harrisburg	Sunday Patriot-News
	Hazleton	Standard-Speaker
	Indiana	Gazette
	Johnstown	Sunday Tribune-Democrat
	Lancaster	Sunday News
	Lansdale	Reporter
	Lebanon	News
	Levittown/Bristol	Bucks County Courier Times
	Lewiston	Sentinel
	McKeesport	News
	Meadville	Tribune
	New Castle	News
	New Kensington-Tarentum-Vandergrift	Valley News Dispatch

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Norristown	Times Herald
	Philadelphia	Inquirer
	Phoenixville	Phoenix
	Pittsburgh	Post-Gazette
	Pottstown	Mercury
	Pottsville	Republican & Herald
	Reading	Eagle
	Scranton	Sunday Times
	Sharon	Herald
	Somerset	American
	State College	Centre Daily Times
	Stroudsburg	Pocono Record
	Sunbury	Daily Item
	Towanda	Sunday Review
	Uniontown	Herald-Standard
	Warren	Times-Observer
	Washington	Observer-Reporter
	West Chester	Local News
	Wilkes-Barre	Citizens' Voice
	Wilkes-Barre	Sunday Times Leader
	Williamsport	Sun-Gazette
	York	Sunday News
Rhode Island	Newport	News
	Pawtucket	Times
	Providence	Sunday Journal
	West Warwick	Kent County Times
	Westerly	Sun
	Woonsocket	Call
South Carolina	Aiken	Standard
	Anderson	Independent-Mail
	Beaufort	Gazette
	Charleston	Post And Courier
	Columbia	Columbia The State
	Florence	News
	Greenville	News-Piedmont
	Greenwood	Index-Journal
	Hilton Head Island	Island Packet
	Myrtle Beach	Sun News
	Rock Hill	Herald
	Spartanburg	Herald-Journal
	Sumter	The Item
South Dakota	Aberdeen	American News
	Huron	Plainsman
	Rapid City	Journal
	Sioux Falls	Argus Leader
	Yankton	Press & Dakotan

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
Tennessee	Athens	Post-Athenian
	Chattanooga	Free Press
	Clarksville	Leaf-Chronicle
	Cleveland	Banner
	Columbia	Herald
	Cookeville	Herald-Citizen
	Dyersburg	State Gazette
	Jackson	Sun
	Johnson City	Press
	Kingsport	Times-News
	Knoxville	News-Sentinel
	Maryville-Alcoa	Times
	Memphis	Commercial Appeal
	Morristown	Citizen Tribune
	Murfreesboro	Daily News Journal
	Nashville	Tennessean
	Newport	Plain Talk
	Oak Ridge	Oak Ridger
	Sevierville	Mountain Press
	Abilene	Reporter-News
	Amarillo	Sunday News-Globe
	Arlington	Morning News
	Athens	Review
Texas	Austin	American-Statesman
	Baytown	Sun
	Beaumont	Enterprise
	Brownsville	Herald
	Brownwood	Bulletin
	Bryan-College Station	Eagle
	Clute	Brazosport Facts
	Conroe	Courier
	Corpus Christi	Caller-Times
	Corsicana	Sun
	Dallas	Morning News
	Del Rio	News-Herald
	Denison	Daily Post
	Denton	Record-Chronicle
	El Paso	Times
	Ft. Worth	Star-Telegram
	Galveston	News
	Greenville	Herald-Banner
	Harlingen	Valley Morning Star
	Houston	Chronicle
	Kerrville	Daily Times
	Kilgore	News Herald
	Killeen	Herald

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Laredo	Times
	Longview	News-Journal
	Lubbock	Avalanche-Journal
	Lufkin	Daily News
	Marshall	News Messenger
	McAllen	Monitor
	Midland	Reporter-Telegram
	Nacogdoches	Daily Sentinel
	Odessa	American
	Orange	Leader
	Paris	News
	Plainview	Herald
	Plano	Star Courier
	Port Arthur	News
	San Angelo	Standard-Times
	San Antonio	Express-News
	Sherman	Herald Democrat
	Temple	Daily Telegram
	Texarkana	Gazette
	Texas City	Sun
	Victoria	Advocate
	Waco	Tribune-Herald
	Wichita Falls	Times Record News
Utah	Logan	Herald Journal
	Ogden	Standard-Examiner
	Provo	Herald
	Salt Lake	Tribune, Deseret News
	St. George	Spectrum
Vermont	Barre-Mont	Sun Times-Argus
	Bennington	Banner
	Brattleboro	Reformer
	Burlington	Free Press
	Rutland	Sunday Herald
Virginia	Alexandria	Journal
	Arlington	Journal
	Bristol	Herald-Courier/Virginia Tennessean
	Charlottesville	Progress
	Culpeper	Star-Exponent
	Danville	Register & Bee
	Fairfax	Journal
	Fredericksburg	Free Lance-Star
	Lynchburg	News & Advance
	Martinsville	Bulletin
	Newport News	Hampton Daily Press
	Norfolk	Virginian-Pilot
	Petersburg	Progress-Index

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	Richmond	Times-Dispatch
	Roanoke	Times
	Staunton	News Leader
	Suffolk	News-Herald
	Waynesboro	News
	Winchester	Star
	Woodbridge	Potomac News
Washington	Aberdeen	World
	Bellevue	Eastside Journal
	Bellingham	Herald
	Bremerton	Sun
	Everett	Herald
	Kent	South Valley Journal
	Longview	Daily News
	Mount Vernon	Valley Herald
	Olympia	Olympian
	Pasco	Tri-City Herald
	Port Angeles	Peninsula News
	Seattle	Times/Post-Intl
	Spokane	Spokesman-Review
	Tacoma	News Tribune
	Vancouver	Columbian
	Walla Walla	Union-Bulletin
	Wenatchee	World
	Yakima	Herald-Rep
West Virginia	Beckley	Register-Herald
	Bluefield	Telegraph
	Charleston	Sunday Gazette-Mail
	Charleston	Mail
	Clarksburg	S Exponent-Telegraph
	Elkins	Inter-Mountain
	Fairmont	Times-West Virginian
	Huntington	Herald-Dispatch
	Martinsburg	Sunday Journal
	Morgantown	Dominion-Post
	Parkersburg	News
	Point Pleasant	Register
	Wheeling	Sunday News-Register
	Williamson	Daily News
Wisconsin	Appleton	Post-Crescent
	Beaver Dam	Citizen
	Eau Claire	Leader-Telegram
	Fond Du Lac	Reporter
	Green Bay	Press-Gazette
	Janesville	Gazette
	Kenosha	News

<i>U.S. Sunday Newspapers with Paid Notices</i>		
<i>State</i>	<i>City</i>	<i>Newspaper</i>
	LaCrosse	Tribune
	Madison	Wisconsin State Journal
	Manitowoc-Two Rivers	Herald Times Reporter
	Milwaukee	Journal Sentinel
	Monroe	Times
	Oshkosh	Northwestern
	Racine	Journal Times
	Rhineland	News
	Sheboygan	Press
	Stevens Point	Post Crescent Central Wisconsin Sunday
	Superior	Telegram
	Watertown	Times
	Waukesha	Freeman
	Wausau	Herald
	West Bend	News
Wyoming	Casper	Star-Tribune
	Laramie	Boomerang
	Rock Springs	Rocket-Miner

31. U.S. Consumer Publication Details/Facts

<i>Publication</i>	<i>Facts</i>
Parade	<ul style="list-style-type: none"> • Highest readership among all key demographic segments • Broad geographic coverage • Provides strong reach in large markets as well as in small towns • Sunday Supplement in 337 newspapers • Cost efficient • Planned notice size: Std. Magazine Page 7"x11-1/4" • Frequency: 2x
USA Weekend	<ul style="list-style-type: none"> • 2nd highest readership among all key demographic segments • Broad geographic coverage • Provides strong reach in large markets as well as in small towns • Sunday Supplement in 588 papers • Planned notice size: "M" (magazine) Page 7"x10 3/4" • Frequency: 2x
Reader's Digest	<ul style="list-style-type: none"> • Loyal readers • Very thoroughly read • 3rd highest readership among key demographic segments (Adults, A35+, M55+, retired men who did not attend college, homeowners) • Builds reach among older adults • Cost efficient • Planned notice size: Full Page • Frequency: 2x

Better Homes & Garden	<ul style="list-style-type: none"> • High readership among all key demographic segments • Builds reach with strong pass-along readership • Ranked among top 5 publications for all key demographic segments • Compatible editorial with homeowner demographic segment • Planned notice size: Full Page • Frequency: 1x
People	<ul style="list-style-type: none"> • High readership among all key demographic segments • Ranked among top 5 publications for key demographics segments (Adults 35+, Adults 18+, Homeowners, Exec/Mgr/Admin occupation) • Builds reach with very strong pass-along readership • Extremely cost efficient • Planned notice size: Full Page • Frequency: 2x
National Geographic	<ul style="list-style-type: none"> • High readership among all key demographic segments • Builds reach among higher income and higher educated target groups • Ranked among top 10 publications for all key demographic segments • Cost efficient • Planned notice size: Full page • Frequency: 1x
TV Guide	<ul style="list-style-type: none"> • High readership among all key demographic segments • Ranked among top 10 for all key demographic segments • Cost efficient • Planned notice size: Full page • Frequency: 2x
Newsweek	<ul style="list-style-type: none"> • Ranked among top 10 publications for key demographic segments (Men 55+, Retired Men who did not attend college, Exec/Mgr/Admin occupation) • Builds male reach • Extends reach to business owners • Immediacy; good for news-oriented message • Planned notice size: Full Pages • Frequency: 2x

American Legion Magazine And VFW Magazine	<ul style="list-style-type: none"> • Highly targeted publications • Of all U.S. magazines, provide highest concentration of Men 55+ and Retired Men who did not attend college • Provides strong concentration of Adults 35+ and Homeowners • Low out-of-pocket cost • Planned notice size: Full Pages • Frequency: 1x in each
Wall Street Journal, New York Times, USA Today	<ul style="list-style-type: none"> • Extends reach among commercial and non-residential property owners (PD Claimants) • Provides strong concentration of Exec/Mgr/Admin occupation • Immediacy; good for news-oriented message • Planned notice size: About 7"x 10" (varies by paper) • Frequency: 2x in each
El Nuevo Dia	<ul style="list-style-type: none"> • Reaches Spanish-speaking persons in Puerto Rico (bilingual paper) • Largest newspaper in Puerto Rico • 60% of readers are over 35 years of age • Notice will be in Spanish • Planned notice size: 7.125"x10" (page dominant in tabloid size paper) • Frequency: 2x
El Vocero de Puerto Rico	<ul style="list-style-type: none"> • Reaches Spanish speaking persons in Puerto Rico • 2nd largest newspaper in Puerto Rico • Notice will be in Spanish • Planned notice size: 6.5" x 7" (page dominant in tabloid size paper) • Frequency: 2x
San Juan Star	<ul style="list-style-type: none"> • Largest English language paper in Puerto Rico • 68% of readers are over 35 years of age • Builds reach among higher educated persons • 93% of readers have a Bachelor or beyond education level • Planned notice size: 7" x 10" (page dominant in tabloid size paper) • Frequency: 2x

Pacific Daily News	<ul style="list-style-type: none">• Largest newspaper in Guam• Planned notice size: 5.875" x 10" (page dominant in tabloid size paper)• Frequency: 2x
St. Thomas News, St. Croix Avis and St. John Tradewind	<ul style="list-style-type: none">• Largest newspapers on each of the U.S. Virgin Islands• Planned notice size: Approximately 6" x 10" (page dominant in tabloid size paper)• Frequency: 2x in each paper

32. Plan Option – without PI

A Plan option has also been created in the event that PI Claims would not be subject to a Bar Date or otherwise not require public notice. If this were the case, Men 55+ (older, retired men who did not attend college) would no longer be a primary target and the PI focused notice would not be developed. As a result, the media schedule would be revised accordingly, albeit leaving a necessarily strong notice schedule for ZAI/PD claims.

Following is a summary of a Plan Recommendation in the absence of PI Claimants:

- ***Direct Notice.*** A long form notice package would be mailed to the following groups:
 - All identifiable ZAI Claimants who have filed a claim as well as their counsel of record.
 - All readily identifiable PD Claimants with pending asbestos property damage claims as well as their counsel of record.
 - All identifiable persons and entities that hold Other Claims against W.R. Grace, including W.R. Grace trade creditors, and their counsel of record.
- ***Advertising.***

Creative Key:
ZAI = Notice focuses on ZAI Claimants, with mention of all claimants.
PD = Notice focuses on PD Claimants, with mention of all claimants.

U.S Consumer Publications:

<i>Publication</i>	<i>Ads</i>	<i>Unit</i>	<i>Ad Focus</i>
<i>Better Homes & Garden</i>	1	Full Page	ZAI
<i>National Geographic</i>	1	Full Page	ZAI

<i>Newsweek</i>	2	Full Page	PD and ZAI
<i>Parade</i>	2	Std. Mag. Pg.¹⁶ (7"x11¼")	PD and ZAI
<i>People</i>	1	Full Page	ZAI
<i>Reader's Digest</i>	1	Full Page (digest)	ZAI
<i>TV Guide</i>	1	Full Page (digest)	ZAI
<i>USA Weekend</i>	2	"M" Page (7"x10 3/4")	PD and ZAI
<i>TOTAL</i>	11		

U.S Trade Publications: (no changes from previous plan)

<i>Publication</i>	<i>Ads</i>	<i>Unit</i>	<i>Ad Focus</i>
<u>Commercial Property:</u>			
<i>BOMA.ORG</i>	1	Full Page	PD
<i>Building Operating Mgmt.</i>	1	Full Page	PD
<i>Buildings</i>	1	Full Page	PD
<i>Commercial Property News</i>	1	Jr. Page	PD
<i>Commercial Investment Real Estate</i>	1	Full Page	PD
<i>Facility Management Jrnl.</i>	1	Full Page	PD
<i>Facility Manager</i>	1	Full Page	PD
<i>Journal of Property Mgmt.</i>	1	Full Page	PD
<i>National Real Estate Investor</i>	1	Full Page	PD
<u>Hospital Publications</u>			
<i>AHA News</i>	1	4 col. Jr. Pg. (8" x 10.75")	PD

¹⁶ The Standard Magazine unit in Parade is a page-dominant unit with news articles around the notice. The "M" unit in USA Weekend is similar.

<i>Health Facilities Management</i>	1	Full Page	PD
<i>Modern Healthcare</i>	1	Full Page	PD
<u>Schools/Colleges/Universities:</u>			
<i>Amer. School & Univ. Mag.</i>	1	Full Page	PD
<i>Business Officer</i>	1	Full Page	PD
<i>Chronicle of Higher Education</i>	1	Jr. Page	PD
<i>College Planning and Mgmt.</i>	1	Full Page	PD
<i>The School Administrator</i>	1	Full Page	PD
<i>American School Board Journal</i>	1	Full Page	PD
<i>Facilities Manager</i>	1	Full Page	PD
<u>Government:</u>			
<i>Governing</i>	1	Full Page	PD
<i>Government Executive</i>	1	Full Page	PD
<i>Nation's Cities Weekly</i>	1	Jr. Page	PD
<i>State Government News</i>	1	Full Page	PD
<u>Airports:</u>			
<i>Aviation Week's "Airports"</i>	1	Full Page	PD
<u>Churches:</u>			
<i>Church Business</i>	1	Full Page	PD
<i>Your Church</i>	1	Full Page	PD
<u>Hotels:</u>			
<i>Hotel & Motel Management</i>	1	Jr. Page	PD
<i>Lodging</i>	1	Full Page	PD
<u>Malls:</u>			

<i>Shopping Centers Today</i>	1	Jr. Page	PD
<u>Movie Theaters:</u>			
<i>Boxoffice</i>	1	Full Page	PD
<i>TOTAL</i>	30		

U.S. Newspapers: (no changes from previous plan)

<i>Newspaper</i>	<i>Ads</i>	<i>Unit</i>	<i>Ad Focus</i>
<i>New York Times (Nat'l)</i>	2	3 col. x 10.5" 6.4375"x10.5"	PD
<i>USA Today</i>	2	4 col. third (7.625"x10.5")	PD
<i>Wall Street Journal (Nat'l)</i>	2	3 col. x 10" (7.0625"x10")	PD
<i>TOTAL</i>	6		

U.S. Territories and Possessions Newspapers:

<i>Newspaper</i>	<i>Ads</i>	<i>Unit</i>	<i>Ad Focus</i>
<i>El Vocero</i> <i>(Puerto Rico)¹⁷</i>	1	4 col. x 10" (6.5"x10")	PD
<i>El Nuevo Dia</i> <i>(Puerto Rico)¹¹</i>	1	4 col. x 10" (7.125"x10")	PD
<i>San Juan Star</i> <i>(Puerto Rico)</i>	1	4 col. x 10" (7"x10")	PD
<i>St. Croix Avis</i> <i>(Virgin Islands)</i>	1	3 col. x 10" (6"x10")	PD
<i>St. Thomas News</i> <i>(Virgin Islands)</i>	1	3 col. x 10" (6"x10")	PD
<i>St. John Tradewind</i> <i>(Virgin Islands)</i>	1	3 col. x 10" (6"x10")	PD
<i>Agana Pacific News</i> <i>(Guam)</i>	1	3 col. x 10" (5.875"x10")	PD

¹⁷ Spanish language newspapers in Puerto Rico. The notice will be produced in Spanish for the papers.

<i>TOTAL</i>	<i>7</i>		
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U.S. Television

<i>Daypart</i>	<i>Adult 35+ GRPs</i>	<i>A35+ GRP Allocation</i>	<i>Ad Focus</i>
<i>Network Morning</i>	<i>35</i>	<i>14%</i>	<i>ZAI</i>
<i>Network Daytime</i>	<i>35</i>	<i>14%</i>	<i>ZAI</i>
<i>Network Early News</i>	<i>70</i>	<i>29%</i>	<i>ZAI</i>
<i>Network Prime Time</i>	<i>35</i>	<i>14%</i>	<i>ZAI</i>
<i>Cable – Various Nets.</i>	<i>70</i>	<i>29%</i>	<i>ZAI</i>
	<i>245</i>	<i>100%</i>	

- ***U.S. Delivery.*** 95.0% of Adults 35+ and 93.3% of all adults in the U.S. would be reached by paid national media alone. Adults 35+ would be exposed to notice an average of 5.3 times and the entire adult population will be exposed an average of 4.8 times. Direct mail, trade magazines, earned media, Internet activities, and third party efforts would add even further to the reach and exposure that potential claimants would receive.

Leading up to the Bar Date, the notice program would provide more than 896 million separate opportunities to view the notice spread among U.S. adults, with Adults 35+ being exposed over 686 million times.

- ***Earned Media.***
 - Press releases to thousands of consumer media outlets via PR Newswire and/or Business Wire.
 - News releases to leading national legal industry publications, asbestos litigation reporters, and other business and legal industry vehicles consumed by lawyers.
 - Radio public service announcements (PSAs) created and issued to thousands of radio stations nationwide.
- ***Online Notice Availability.***

- A website where notice materials and claim forms can be read and printed in English, Spanish, and French and where respondents' names and addresses can be posted for submission to receive a claim form by mail.
 - Prominent identification of website in all published notices.
 - Registration of website with hundreds of search engines and directories, i.e., Yahoo!, AltaVista, Google, etc.
 - Submission of messages regarding the notice and the Bar Date to legal notice posting sites and other websites related to asbestos damage.
- ***Third Party Outreach.***
 - Attorneys of W.R. Grace claimants will be reached with direct mail. Other attorneys interested in asbestos litigation will be reached with news releases and/or publication notices in litigation publications, as well as the general media in which widespread notice will appear.
 - Messages and notices will be posted to websites and emailed to asbestos organizations.
 - ***Canadian Advertising.***

Newspaper Advertising Schedule.

Creative Key:

ZAI = Notice focuses on ZAI Claimants, with mention of all claimants.

PD = Notice focuses on PD Claimants, with mention of all claimants.

<i>Newspaper</i>	<i>Ads</i>	<i>Unit</i>	<i>Ad Focus</i>
<i>The Globe & Mail</i>	2	6-7/16" x 11"	ZAI and PD
<i>The National Post</i>	2	7-9/16" x 11"	ZAI and PD
<i>Toronto Star</i>	2	6-7/8" x 11"	ZAI and PD
<i>Toronto Sun</i>	1	6-7/16" x 11"	ZAI
<i>Ottawa Sun</i>	1	6-7/16" x 11"	ZAI
<i>Ottawa Citizen</i>	2	6-7/8" x 11"	ZAI and PD
<i>Hamilton Spectator</i>	2	6-7/8" x 11"	ZAI and PD
<i>London Free Press</i>	2	7-1/8" x 11"	ZAI and PD
<i>Le Journal de Montreal (Fr.)</i>	1	7-5/8" x 11"	ZAI

<i>Montreal Gazette</i>	2	6-7/8" x 11"	ZAI and PD
<i>Le Journal de Quebec (Fr.)</i>	1	7-5/8" x 11"	ZAI
<i>Quebec City Le Soleil (Fr.)</i>	2	6-13/16" x 11"	ZAI and PD
<i>Vancouver Province</i>	1	6-7/8" x 11"	ZAI
<i>Vancouver Sun</i>	2	6-7/8" x 11"	ZAI and PD
<i>Edmonton Sun</i>	1	6-7/16" x 11"	ZAI
<i>Edmonton Journal</i>	2	6-7/8" x 11"	ZAI and PD
<i>Calgary Sun</i>	1	6-7/16" x 11"	ZAI
<i>Calgary Herald</i>	2	6-7/8" x 11"	ZAI and PD
<i>Winnipeg Sun</i>	1	6-11/32" x 11"	ZAI
<i>Winnipeg Free Press</i>	2	6-7/8" x 11"	ZAI and PD
TOTAL	32		

- *More than 16.6 million adult notice exposures will be generated through the newspaper schedule. Adults 35+ will be exposed over 12.1 million times.*

Consumer Magazine Advertising Schedule.

Magazine	Ads	Unit	Ad Focus
<i>Canadian Reader's Digest: (English edition)</i>	1	Full Page	ZAI
<i>Selection du Reader's Digest (French edition)</i>	1	Full Page	ZAI
<i>Maclean's</i>	2	Full Page	ZAI and PD
<i>L'Actualite (French)</i>	2	Full Page	ZAI and PD
<i>Canadian Living</i>	1	Full Page	ZAI
<i>Coup de Pouce (French)</i>	1	Full Page	ZAI
<i>National Geographic (Canadian edition)</i>	1	Full Page	ZAI

<i>TOTAL</i>	9		
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- *Over 21.2 million adult impressions will be generated through the magazine schedule. Adults 35+ will be exposed over 14.9 million times.*
- *Overall, Canadian adults will be exposed to the print notice over 37.8 million times. Adults 35+ will be exposed over 27.1 million times.*

Television Advertising.

<i>Daypart</i>	<i>Adult 35+ GRPs</i>	<i>A35+ Allocation</i>	<i>Ad Focus</i>
<i>Early Morning</i>	25	14%	ZAI
<i>Daytime</i>	25	14%	ZAI
<i>Prime</i>	65	35%	ZAI
<i>Late News</i>	70	37%	ZAI
<i>TOTAL</i>	185	100%	ZAI

The combined effect of the Notice Plan in Canada will reach 90.7% of Adults 35+ and 89.3% of all Canadian adults. Direct mail, earned media, Internet activities, third party notice efforts and spill-over from the U.S. schedule will add even further to the reach and exposure that potential claimants will receive.

- ***Cost Summary.***

<i>Activity</i>	<i>Total Cost</i>
<i>Paid Media Costs</i>	<i>\$4,388,170</i>
<i>Production/Distribution Costs</i>	<i>\$40,000</i>
<i>Earned Media Costs</i>	<i>\$10,000</i>
<i>Miscellaneous Costs</i>	<i>\$15,000</i>
<i>Grand Total</i>	<i>\$4,453,170</i>

33. Draft Form of Notices

The following pages provide the draft notices as they would appear in publications and on TV.

Print notices are shown by example in actual size (7" x 10") for the full-page units in standard consumer publications. A similar sized unit will be used in the U.S. newspapers including the papers in Puerto Rico, Guam and the Virgin Islands. A Spanish translation of the notice will be provided for the two Spanish language newspapers in Puerto Rico. In addition, a condensed, smaller sized version of the notices will be produced for the digest size publications, Reader's Digest and TV Guide.

The same notices will be used in Canada. A French translation of the notice would also be prepared for the French language Canadian newspapers. As in the U.S., a condensed, smaller sized version of the notices will be produced for the digest size Canadian publications.

The two television scripts (PI Focus and ZAI focus) show how the video and audio of the Bar Date notice will be produced. During the production, modifications to the video portion of the script may be made, either in wording, format, or order of appearance.

Also shown is a notice designed to reach Libby, Montana residents.

Press releases, PSAs, cover letters, notices to third parties, and any other required documents will follow court approved language in notices and will be developed upon approval to proceed.